GBank Financial Holdings Inc.

9115 West Russell Road, Suite 110
Las Vegas, Nevada 89148

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held on Tuesday, May 9, 2023

To the Shareholders of GBank Financial Holdings Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "**Meeting**") of GBank Financial Holdings Inc. (the "**Company**") will be held on Tuesday, May 9, 2023, at 12:00 p.m. local time, and at any and all adjournment thereof. The Meeting will be held in a virtual meeting format only. **You will not be able to attend the Meeting in person**. Included with this Notice is a sheet on yellow paper that contains full details with the information on how you can attend the meeting online. The Meeting will be conducted for the purpose of:

1. Electing four (4) Class I directors to the Company's Board of Directors to serve for a term ending at the third annual meeting following this annual meeting year. A slate of qualified directors is contained with this meeting notice along with their respective biographies. Nominations for election of members of the Board of Directors of the Company to be classified as Class I directors may be made by any shareholder of any outstanding class of capital stock of the Company entitled to vote for the election of directors.

2. Approving an amendment to the 2016 Equity Incentive Plan to increase the authorized shares of Common Stock-V from 500,000 to 1,000,000.

3. Ratifying the Board of Directors' selection of RSM US LLP as the Company's independent public accountants for the year 2023.

4. Acting upon such other business as may properly come before the Meeting or any adjournment thereof.

The close of business on March 15, 2023, has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting or any adjournment thereof.

Whether or not you plan to attend the Meeting, you may vote by completing, signing, and returning the enclosed blue proxy promptly. Your proxy may be revoked at any time prior to the time it is voted.

By Order of the Board of Directors

Edward M. Nigro
Executive Chairman

9115 West Russell Road, Suite 110
Las Vegas, Nevada 89148

ANNUAL MEETING NOTICE

Annual Meeting of Shareholders
Tuesday, May 9, 2023

INTRODUCTION

This Annual Meeting Notice is furnished in connection with the solicitation of proxies by the Board of Directors of GBank Financial Holdings Inc. (the "**Company**"), a Nevada corporation for use at the Annual Meeting of Shareholders (the "**Meeting**") to be held on Tuesday, May 9, 2023, at 12:00 p.m. local time, and at any and all adjournment thereof. The Meeting will be held in a virtual meeting format only. **You will not be able to attend the Meeting in person.**

THERE WILL BE NO OPPORTUNITY TO VOTE IN PERSON AT THE MEETING. IT IS IMPORTANT THAT EACH SHAREHOLDER COMPLETE, SIGN, DATE, AND RETURN THE ENCLOSED PROXY PROMPTLY. **YOU WILL NOT BE ABLE TO SUBMIT A PROXY AT THE ANNUAL MEETING**. ANY SHAREHOLDER OF RECORD AS OF THE CLOSE OF BUSINESS ON MARCH 15, 2023, WHO EXECUTES AND DELIVERS A PROXY HAS THE RIGHT TO REVOKE IT ANY TIME PRIOR TO ITS EXERCISE BY PROVIDING THE CHIEF EXECUTIVE OFFICER AND PRESIDENT OF THE COMPANY WITH A DULY EXECUTED PROXY BEARING A LATER DATE. DUE TO THE MEETING BEING HELD ONLINE, A SHAREHOLDER WILL NOT BE ABLE REVOKE HIS, HER OR ITS PROXY AT THE ANNUAL MEETING OR TO VOTE IN PERSON.

PURPOSE OF THE ANNUAL MEETING

The Annual Meeting is to be held for the purpose of:

1. Electing four (4) Class I directors to the Company's Board of Directors to serve for a term ending at the third annual meeting following this annual meeting year. A slate of qualified directors is contained with this meeting notice along with their respective biographies. Nominations for election of members of the Board of Directors of the Company to be classified as Class I directors may be made by any shareholder of any outstanding class of capital stock of the Company entitled to vote for the election of directors.

2. Approving an amendment to the 2016 Equity Incentive Plan to increase the authorized shares of Common Stock-V from 500,000 to 1,000,000.

3. Ratifying the Board of Directors' selection of RSM US LLP as the Company's independent public accountants for the year 2023.

4. Acting upon such other business as may properly come before the Annual Meeting or any adjournment thereof.

RECENT DEVELOPMENTS

After obtaining all required approvals, including from the Nevada Financial Institutions Division (the "**FID**"), the Bank amended its Articles of Incorporation on July 6, 2022, to change its name from Bank of George to GBank. The Company publicly announced the Bank's new corporate brand and the launch of its new Bank website on October 24, 2022.

FORWARD-LOOKING STATEMENTS

This Annual Meeting Notice contains certain statements that are forward-looking within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These statements are not guaranties of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from those expressed in, or implied by, the forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as "may," "should," "could," "predict," "potential," "believe," "will likely result," "expect," "will continue," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would" and "outlook," and other similar expressions or future or conditional verbs. Readers of this Annual Meeting Notice should not rely solely on the forward-looking statements and should consider all uncertainties and risks throughout this Annual Meeting Notice. The statements are representative only as of the date they are made, and we undertake no obligation to update any forward-looking statement.

These forward-looking statements, implicitly and explicitly, include the assumptions underlying the statements and other information with respect to our beliefs, plans, objectives, goals, expectations, anticipations, estimates, financial condition, results of operations, future performance, and business, including management's expectations and estimates.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, these statements involve risks and uncertainties that are subject to change based on various important factors, some of which are beyond our control.

GENERAL ANNUAL MEETING NOTICE INFORMATION

Revocability of Proxies

Any shareholder who executes and delivers the enclosed blue proxy may revoke it at any time before it is exercised by filing with the Company's Chief Executive Officer and President, T. Ryan Sullivan, a written notice of revocation, but will not be able to present another proxy at the Annual Meeting. All shares represented by valid proxies received pursuant to this solicitation will be voted at the Annual Meeting if not revoked prior to exercise. IF A PROXY IS SIGNED AND RETURNED TO THE COMPANY WITH NO SPECIFIC VOTE CAST ON ONE OR MORE PROPOSALS, THE SHARES REPRESENTED BY SUCH SHAREHOLDER WILL BE VOTED FOR THE ELECTION OF THE CLASS I DIRECTORS NAMED HEREIN, FOR THE APPROVAL OF THE AMENDMENT TO THE 2016 EQUITY INCENTIVE PLAN, FOR THE RATIFICATION OF THE SELECTION OF RSM US LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS, AND ON ANY OTHER BUSINESS FOR ACTION, IN ACCORDANCE WITH THE RECOMMENDATION OF MANAGEMENT.

Solicitation of Proxies

This proxy solicitation is made by the Board of Directors of the Company and the entire cost of the solicitation is being borne by the Company. Solicitation is being made primarily by this Annual Meeting Notice, but may also be made by directors, officers or employees of the Company who may, without receiving special compensation therefore, communicate with shareholders or their representatives in person, by telephone or by additional mailings, although no employee will be specifically engaged for that purpose.

Outstanding Shares and Voting Rights

Only those shareholders of record of the Company's Common Stock-V, $0.0001 par value (the "**Common Stock-V**") as of the record date, March 15, 2023 (the "**Record Date**"), will be entitled to notice of and to vote by proxy at the Annual Meeting or any adjournment thereof, unless a new record date is set for an adjourned meeting. As of the Record Date, the Company had 12,691,119 shares of Common Stock-V outstanding, held by 186 shareholders of record. There are no Nonvoting Common Stock-V or Preferred Shares issued and outstanding at this time. Each share of Common Stock-V held of record as of the Record Date is entitled to one vote by proxy on each matter submitted to the vote of the shareholders. Holders of Nonvoting Shares are not eligible to vote.

Share Ownership of Management and Principal Shareholders

The following table sets forth the number and percentage of shares of outstanding Common Stock-V beneficially owned, directly or indirectly, by each of the Company's directors, executive officers, and principal shareholders (persons holding at least 10% of the Company's Common Stock-V) and by the directors and executive officers of the Company as a group, as of the Record Date. There are no Nonvoting Common Stock-V shares issued and outstanding at this time. In general, beneficial ownership includes shares over which the director, executive officer, or principal shareholder has, directly or indirectly, sole, or shared voting or investment power. Unless otherwise indicated, the persons listed below have sole voting and investment powers of the shares beneficially owned.

	Shares of Voting Stock Beneficially Owned[3]	
Beneficial Owner[1]	**Number[2]**	**Percentage of Class[3]**
Edward M. Nigro[4]	1,152,220	9.08%
T. Ryan Sullivan[5]	289,582	2.28%
A. Lee Finley[6]	1,877,830	14.80%
Charles W. Griege, Jr. [7]	307,681	2.42%
William J. Hornbuckle IV[8]	416,060	3.28%
Katie S. Lever[9]	33,521	0.26%
Todd A. Nigro[10]	327,973	2.58%
James K. Sims[11]	81,801	0.64%
Alan C. Sklar[12]	503,515	3.97%
Michael C. Voinovich[13]	62,994	0.50%
GBFH Directors and executive officers as a group (10 people)	5,053,177	39.82%
GBFH and Bank Directors and executive officers as group (14 people)[14]	5,932,407	46.74%

(1) For purposes of this Annual Meeting Notice, the address of each director and executive officer listed above is the Company's address at 9115 West Russell Road, Suite 110, Las Vegas, Nevada 89148.

(2) Includes all shares beneficially owned, whether directly or indirectly, individually, or together with associates. Also includes any shares owned, whether jointly or as community property with a spouse.

(3) The number of shares beneficially owned, and the percentage of shares beneficially owned, are based on 12,691,119 shares of Common Stock-V issued and outstanding, as of the Record Date. The number of shares does not include any warrants or options to purchase shares of Common Stock-V issued by the Company and outstanding as of the Record Date.

(4) Includes 50,975 shares of Common Stock-V held by Mr. E. Nigro, personally, 687,669 shares of Common Stock-V held by affiliated limited liability companies, 80,000 shares of Common Stock-V held by Bank of George 401(K) Profit Sharing Plan FBO Edward Nigro, 83,500 shares of Common Stock-V held by Bank of George 401(K) Profit Sharing Plan Roth Converted FBO Edward Nigro, and 250,076 shares of Common Stock-V held by The 1990 Nigro Trust.

(5) Includes 201,275 shares of Common Stock-V held by Mr. Sullivan, personally, 14,428 shares of Common Stock-V held by Terrance Ryan Sullivan, jointly with Leslie Sullivan, 64,779 shares of Common Stock-V held

by Equity Trust Company, Custodian, Bank of George 401k PSP FBO Terrance Ryan Sullivan, and 9,100 shares of Common Stock-V held by Equity Trust Company FBO Terrance Ryan Sullivan IRA.

(6) Includes 5,004 shares of Common Stock-V held by Mr. Finley, personally, 1,554,826 shares of Common Stock-V held by Mr. Finley, jointly with Susan N. Finley, and 318,000 shares of Common Stock-V held by an affiliated company.

(7) Includes 81,300 shares of Common Stock-V held by Mr. Griege, personally, and 226,381 shares of Common Stock-V held by an affiliated company.

(8) Includes 17,975 shares of Common Stock-V held by Mr. Hornbuckle, personally, and 398,085 shares of Common Stock-V held by the William J. Hornbuckle IV Trust.

(9) Includes 33,521 shares of Common Stock-V held by Ms. Lever, personally.

(10) Includes 2,700 shares of Common Stock-V held by Mr. T. Nigro, personally, 273,753 shares of Common Stock-V held by an affiliated limited liability company, 12,880 shares of Common Stock-V held by the Isabelle Nigro Trust, 12,880 shares of Common Stock-V held by the Nathan Nigro Trust, 12,880 shares of Common Stock-V held by the Nicholas Nigro Trust, and 12,880 shares of Common Stock-V held by the Olivia Nigro Trust.

(11) Includes 81,801 shares of Common Stock-V held by James K. Sims, jointly with Catherine M. Sims.

(12) Includes 503,415 shares of Common Stock-V held by the Sklar Family LP, which is an affiliate of Mr. Sklar, and 100 shares of Common Stock-V held by the Sklar Family Trust.

(13) Includes 61,894 shares of Common Stock-V held by Mr. Voinovich, personally, and 1,100 shares of Common Stock-V held by TD Ameritrade FBO Michael Voinovich IRA.

(14) Includes 9,130 shares of Common Stock-V held by Bank Board Director Dana A. Dwiggins Powell, 332,965 shares of Common Stock-V held by Bank Board Director Timothy P. Herbst, 238,835 shares of Common Stock-V held by Bank Board Director Shelli L. Lowe, and 298,300 shares of Common Stock-V held by Bank Board Director Troy R. Nelson.

Federal and State Bank Holding Company Regulation

General. The Company is a bank holding company under the Bank Holding Company Act of 1956, as amended ("**BHCA**"), due to its ownership of and control over the Bank. As a bank holding company, the Company is subject to regulation, supervision, and examination by the Federal Reserve. Further, the Company (as a bank holding company of the Bank) is also subject to regulation, supervision, and examination by the FID. In general, the BHCA limits the business of a bank holding company to owning or controlling banks and engaging in or retaining or acquiring shares in a company engaged in, other activities closely related to the business of banking. In addition, the Company must also file reports with and provide additional information to the Federal Reserve.

Holding Company Bank Ownership. The BHCA requires every bank holding company to obtain the prior approval of the Federal Reserve before: (i) acquiring, directly or indirectly, ownership or control of any voting shares of another bank or bank holding company if, after such acquisition, it would own or control more than 5 percent of such shares; (ii) acquiring all or substantially all of the assets of another bank or bank holding company; or (iii) merging or consolidating with another bank holding company.

Holding Company Control of Non-banks. With some exceptions, the BHCA prohibits a bank holding company from acquiring or retaining direct or indirect ownership or control of more than five percent (5%) of the voting shares of any company that is not a bank or bank holding company, or from engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or providing services for its subsidiaries. The principal exceptions to these prohibitions involve certain non-bank activities that, by federal statute, agency regulation, or order, have been identified as activities closely related to the business of banking or managing or controlling banks.

Transactions with Affiliates. Bank subsidiaries of a bank holding company are subject to restrictions imposed by the Federal Reserve Act on extensions of credit to the holding company or its subsidiaries, on investments in securities, and on the use of securities as collateral for loans to any borrower. The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("**Dodd-Frank Act**") further extends the definition of an "affiliate" and treats credit exposure arising from derivative transactions, securities lending, and borrowing transactions as covered transactions under the regulations. It also (i) expands the scope of covered transactions required to be collateralized; (ii) requires collateral to be maintained at all times for covered transactions required to be collateralized; and (iii) places limits on acceptable collateral. These

regulations and restrictions may limit the Company's ability to obtain funds from the Bank for its cash needs, including funds for payments of dividends, interest, and operational expenses.

Tying Arrangements. We are also prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, sale, or lease of property, or furnishing of services. For example, with certain exceptions, we may not condition an extension of credit to a customer on either (i) a requirement that the customer obtain additional services provided by us; or (ii) an agreement by the customer to refrain from obtaining other services from a competitor.

Support of Bank Subsidiaries. Under Federal Reserve policy and the Dodd-Frank Act, the Company is required to act as a source of financial and managerial strength to the Bank. This means that the Company is required to commit, as necessary, capital and resources to support the Bank, including at times when the Company may not be in a financial position to provide such resources or when it may not be in the Company's or its shareholders' best interests to do so. Any capital loans a bank holding company makes to its bank subsidiaries are subordinate to deposits and to certain other indebtedness of the bank subsidiaries.

State Law Restrictions under Corporate Law. As a Nevada corporation, the Company is subject to certain limitations and restrictions under applicable Nevada corporate law. For example, Nevada corporate law includes limitations and restrictions relating to indemnification of directors, distributions to shareholders, transactions involving directors, officers, or interested shareholders, maintenance of books, records, and minutes, and observance of certain corporate formalities and certain statutes. See "Nevada State Law Considerations".

Federal and State Regulation of the Bank

General. Deposits in the Bank are insured by the FDIC. The Bank is subject to primary supervision, periodic examination, and regulation of the FDIC and the MT Division of Banking. These agencies have the authority to prohibit the Bank from engaging in what they believe constitute unsafe or unsound banking practices. The federal laws that apply to the Bank regulate, among other things, the scope of its business, its investments, its reserves against deposits, the timing of the availability of deposited funds, and the nature and amount of and collateral for loans. Federal laws also regulate community reinvestment and insider credit transactions and impose safety and soundness standards. In addition to federal law and the laws of the State of Nevada, the Bank is also subject to the various laws and regulations governing its activities in the State of Nevada as well and other jurisdictions where the Bank or affiliates conducts business.

Consumer Protection. The Bank is subject to a variety of federal and state consumer protection laws and regulations that govern its relationships and interactions with consumers, including laws and regulations that impose certain disclosure requirements and that govern the manner in which the Bank takes deposits, makes and collects loans, and provides other services. In recent years, examination and enforcement by federal and state banking agencies for compliance with consumer protection laws and regulations have increased and become more intense. Failure to comply with these laws and regulations may subject the Bank to various penalties, including but not limited to enforcement actions, injunctions, fines, civil monetary penalties, criminal penalties, punitive damages, and the loss of certain contractual rights. The Bank has established a comprehensive compliance system to ensure consumer protection.

Community Reinvestment. The Community Reinvestment Act of 1977 ("**CRA**") requires that, in connection with examinations of financial institutions within their jurisdictions, federal bank regulators evaluate the record of financial institutions in meeting the credit needs of their local communities, including low and moderate-income neighborhoods, consistent with the safe and sound operation of those institutions. A bank's community reinvestment record is also considered by the applicable banking agencies in evaluating mergers, acquisitions, and applications to open a branch or facility. In some cases, a bank's failure to comply with the CRA, or CRA protests filed by interested parties during applicable comment periods, can result in the denial or delay of such transactions. The Bank received a "satisfactory" rating in its most recent CRA examination dated as of March 28, 2022. In May 2022, federal

bank regulators released a notice of proposed rulemaking to “strengthen and modernize” CRA regulations and the related regulatory framework. Future changes in the evaluation process or requirements under CRA could impact the Bank’s costs of compliance and rating.

Insider Credit Transactions. Banks are subject to certain restrictions on extensions of credit to executive officers, directors, principal shareholders, and their related interests. These extensions of credit (i) must be made on substantially the same terms (including interest rates and collateral) and follow credit underwriting procedures that are at least as stringent as those prevailing at the time for comparable transactions with persons not related to the lending bank; and (ii) must not involve more than the normal risk of repayment or present other unfavorable features. Banks are also subject to certain lending limits and restrictions on overdrafts to insiders. A violation of these restrictions may result in the assessment of substantial civil monetary penalties, regulatory enforcement actions, and other regulatory sanctions. The Dodd-Frank Act and federal regulations place additional restrictions on loans to insiders and generally prohibit loans to senior officers other than for certain specified purposes.

Regulation of Management. Federal law (i) sets forth circumstances under which officers or directors of a bank may be removed by the bank's federal supervisory agency; (ii) as discussed above, places restraints on lending by a bank to its executive officers, directors, principal shareholders, and their related interests; and (iii) generally prohibits management personnel of a bank from serving as directors or in other management positions of another financial institution whose assets exceed a specified amount or which has an office within a specified geographic area.

Safety and Soundness Standards. Certain non-capital safety and soundness standards are also imposed upon banks. These standards cover, among other things, internal controls, information systems and internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, such other operational and managerial standards as the agency determines to be appropriate, and standards for asset quality, earnings, and stock valuation. In addition, each insured depository institution must implement a comprehensive written information security program that includes administrative, technical, and physical safeguards appropriate to the institution’s size and complexity and the nature and scope of its activities. The information security program must be designed to ensure the security and confidentiality of customer information, protect against any unanticipated threats or hazards to the security or integrity of such information, protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer, and ensure the proper disposal of customer and consumer information. An institution that fails to meet these standards may be required to submit a compliance plan, or be subject to regulatory sanctions, including restrictions on growth. The Bank has established comprehensive policies and risk management procedures to ensure the safety and soundness of the Bank.

Interstate Banking and Branching

The Dodd-Frank Act eliminated interstate branching restrictions that were implemented as part of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 ("**Interstate Act**") and removed many restrictions on de novo interstate branching by state and federally chartered banks. Federal regulators have authority to approve applications by such banks to establish de novo branches in states other than the bank's home state if the host state's banks could establish a branch at the same location. The Interstate Act requires regulators to consult with community organizations before permitting an interstate institution to close a branch in a low-income area. Federal bank regulations prohibit banks from using their interstate branches primarily for deposit production and federal bank regulatory agencies have implemented a loan-to-deposit ratio screen to ensure compliance with this prohibition.

Dividends

A principal source of the Company’s cash is from dividends received from the Bank, which are subject to regulation and limitation. Under the Federal Deposit Insurance Corporation Improvement Act of 1991 ("**FDICIA**"), the Bank is subject to restrictions on the payment of cash dividends to the Company. A bank may not pay cash dividends if that payment would reduce the amount of its capital below that necessary

to meet minimum applicable regulatory capital requirements. The Federal Reserve has issued a policy statement on the payment of cash dividends by bank holding companies, which expresses the Federal Reserve's view that a bank holding company should pay cash dividends only to the extent that its net income for the past year is sufficient to cover both the cash dividends and a rate of earnings retention that is consistent with the holding company's capital needs, asset quality, and overall financial condition. The Bank is also subject to similar restrictions under Nevada law pursuant to Nevada Revised Statutes ("**NRS**") Sections 661.235 and 240.

Rules adopted in accordance with the third installment of the Basel Accords ("**Basel III**") also impose limitations on the Bank's ability to pay dividends. In general, these rules limit the Bank's ability to pay dividends unless the Bank's common equity conservation buffer exceeds the minimum required capital ratio by at least 2.5 percent of risk-weighted assets.

The Dodd-Frank Act

General. The Dodd-Frank Act significantly changed the bank regulatory structure and has affected the lending, deposit, investment, trading, and operating activities of banks and bank holding companies. Some of the provisions of the Dodd-Frank Act that may impact our business and operations are summarized below.

Prohibition Against Charter Conversions of Financial Institutions. The Dodd-Frank Act generally prohibits a depository institution from converting from a state to federal charter, or vice versa, while it is the subject to an enforcement action unless the depository institution seeks prior approval from its primary regulator and complies with specified procedures to ensure compliance with the enforcement action.

Repeal of Demand Deposit Interest Prohibition. The Dodd-Frank Act repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.

Consumer Financial Protection Bureau. The Dodd-Frank Act established the CFPB and empowered it to exercise broad rulemaking, supervision, and enforcement authority for a wide range of consumer protection laws. The CFPB has issued and continues to issue numerous regulations under which we will continue to incur additional expense in connection with our ongoing compliance obligations. Significant recent CFPB developments that may affect operations and compliance costs include:

- Positions taken by the CFPB on fair lending, including applying the disparate impact theory which could make it more difficult for lenders to charge different rates or to apply different terms to loans to different customers;

- The CFPB's Final Rule amending Regulation C, which implements the Home Mortgage Disclosure Act, requiring most lenders to report expanded information in order for the CFPB to more effectively monitor fair lending concerns and other information shortcomings identified by the CFPB;

- Positions taken by the CFPB regarding the Electronic Fund Transfer Act and Federal Reserve Regulation E, which require companies to obtain consumer authorizations before automatically debiting a consumer's account for pre-authorized electronic funds transfers;

- Focused efforts on enforcing certain compliance obligations the CFPB deems a priority, such as automobile and student loan servicing (including certain forbearance requirements related to the COVID-19 pandemic), debt collection, collateral repossession, mortgage origination and servicing, remittances, and fair lending, among others; and

- Positions taken by the CFPB and focused efforts on enforcing compliance obligations related to deposit account fees including overdraft, non-sufficient funds, and returned deposit fees.

Interchange Fees. Under the Durbin Amendment to the Dodd-Frank Act, the Federal Reserve adopted rules establishing standards for assessing whether the interchange fees that may be charged with respect to certain electronic transactions are "reasonable and proportional" to the costs incurred by issuers for processing such transactions. Notably, the Federal Reserve's rules set a maximum permissible interchange fee, among other requirements. We have been subject to the interchange fee cap since July 1, 2019.

Stress Testing

In May 2018, the Economic Growth, Regulatory Relief, and Consumer Protection Act ("**EGRRC Act**") was signed into law, rolling back certain provisions of the Dodd-Frank Act to provide regulatory relief to financial institutions. In relevant part, the EGRRC Act raised the applicability threshold for company-run stress testing required under the Dodd-Frank Act by exempting bank holding companies under $100 billion in total assets and raising the asset threshold for covered banks from $10 billion to $250 billion. In November of 2019, the FDIC adopted a Final Rule to implement these changes. As a result, we are not currently subject to the Dodd-Frank Act stress testing requirements.

Capital Adequacy

The federal and state bank regulatory agencies use capital adequacy guidelines in their examination and regulation of holding companies and banks. If capital falls below the minimum levels established by these guidelines, a holding company or a bank may be denied approval to acquire or establish additional banks or non-bank businesses or to open new facilities.

On November 4, 2019, the federal banking agencies jointly issued a final rule that provides for an optional, simplified measure of capital adequacy, the community bank leverage ratio ("**CBLR**") framework, for qualifying community banking organizations, consistent with Section 201 of the Economic Growth, Regulatory Relief, and Consumer Protection Act. The final rule is effective on January 1, 2020, and allows qualifying community banking organizations to calculate a leverage ratio to measure capital adequacy. Banks opting into the CBLR framework will not be required to calculate or report risk-based capital. The Company adopted the CBLR standards with its Call Report filed with the federal banking agencies for the quarter ended September 30, 2020.

Qualifying community banking organizations that elect to use the community bank leverage ratio framework and that maintain a leverage ratio of greater than 9 percent are considered to have satisfied the risk-based and leverage capital requirements in the agencies' generally applicable capital rule. Additionally, such insured depository institutions are considered to have met the well-capitalized ratio requirements for purposes of Section 38 of the Federal Deposit Insurance Act.

The main components and requirements of the community bank leverage ratio framework are as follows:

- Tier 1 Capital Leverage ratio greater than 9 percent
- Less than $10 billion in average total consolidated assets
- Off-balance-sheet exposures of 25 percent or less of total consolidated assets
- Trading assets plus trading liabilities of 5 percent or less of total consolidated assets
- Not an advanced approaches banking organization

FDICIA requires federal banking regulators to take "prompt corrective action" with respect to a capital-deficient institution, including requiring a capital restoration plan and restricting certain growth activities of the institution. The Company could be required to guarantee any such capital restoration plan required of the Bank if the Bank became undercapitalized. Regulations were adopted defining five capital levels: well-capitalized, adequately capitalized, undercapitalized, severely undercapitalized, and critically undercapitalized. Under the regulations, the Bank is considered "well capitalized" as of December 31, 2022.

Regulatory Oversight and Examination

Inspections. The Federal Reserve conducts periodic inspections of bank holding companies. In general, the objectives of the Federal Reserve's inspection program are to ascertain whether the financial strength of a bank holding company is maintained on an ongoing basis and to determine the effects or consequences of transactions between a bank holding company or its non-banking subsidiaries and its bank subsidiaries. The inspection type and frequency typically vary depending on asset size, complexity of the organization, and the bank holding company's rating at its last inspection.

Examinations. Banks are subject to periodic examinations by their primary regulators. In assessing a bank's condition, bank examinations have evolved from reliance on transaction testing to a risk-focused approach. These examinations are extensive and cover the entire breadth of the operations of a bank. Generally, safety and soundness examinations occur on an 18-month cycle for banks under $3 billion in total assets that are well capitalized and without regulatory issues, and 12-months otherwise. Examinations alternate between the federal and state bank regulatory agencies, and in some cases they may occur on a combined schedule. The frequency of consumer compliance and CRA examinations is linked to the size of the institution and its compliance and CRA ratings at its most recent examinations. However, the examination authority of the Federal Reserve and the FDIC allows them to examine supervised institutions as frequently as deemed necessary based on the condition of the institution or as a result of certain triggering events. Because our total consolidated assets exceed $10 billion, we are also subject to the direct supervision of the CFPB.

Commercial Real Estate Ratios. The federal banking regulators have also issued guidance reminding financial institutions to reexamine the existing regulations regarding concentrations in commercial real estate lending. The purpose of the guidance is to guide banks in developing risk management practices and capital levels commensurate with the level and nature of real estate concentrations. The banking regulators are directed to examine each bank's exposure to commercial real estate loans that are dependent on cash flow from the real estate held as collateral and to focus their supervisory resources on institutions that may have significant commercial real estate loan concentration risk. The guidance provides that the strength of an institution's lending and risk management practices with respect to such concentrations will be taken into account in evaluating capital adequacy and does not specifically limit a bank's commercial real estate lending to a specified concentration level.

Corporate Governance and Accounting

The Sarbanes-Oxley Act of 2002 ("**SOX Act**") addresses, among other things, corporate governance, auditing and accounting, enhanced and timely disclosure of corporate information, and penalties for non-compliance. Among other matters, the SOX Act (i) requires chief executive officers and chief financial officers to certify to the accuracy and completeness of periodic reports filed with the SEC and to certain matters relating to disclosure and accounting controls at public companies; (ii) imposes specific and enhanced corporate disclosure requirements; (iii) accelerates the time frame for reporting insider transactions and periodic disclosures by public companies; and (iv) requires companies to adopt and disclose information about corporate governance practices. While the Company is a publicly reporting company, it does not file periodic reports with the SEC. At such time as the Company elects to start filing its periodic reports (e.g., Forms 10-K, 10-Q, 8-K) with the SEC, the Company is not required to satisfy in full all of the requirements of the SOX Act and related rules and regulations issued by the SEC and the exchange upon which the Company's stock is quoted and traded.

Anti-Money Laundering and Anti-Terrorism

The Bank Secrecy Act ("**BSA**") requires all financial institutions to establish a risk-based system of internal controls reasonably designed to prevent money laundering and the financing of terrorism. The BSA also sets forth various recordkeeping and reporting requirements (such as reporting suspicious activities that might signal criminal activity) and certain due diligence and "know your customer" documentation requirements.

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 ("**Patriot Act**"), intended to combat terrorism, was renewed with certain amendments in 2006. In relevant part, the Patriot Act (i) prohibits banks from providing correspondent accounts directly to foreign shell banks; (ii) imposes due diligence requirements on banks opening or holding accounts for foreign financial institutions or wealthy foreign individuals; (iii) requires financial institutions to establish an anti-money laundering compliance program; and (iv) eliminates civil liability for persons who file suspicious activity reports. The Patriot Act also includes provisions providing the government with power to investigate terrorism, including expanded government access to bank account records. Regulators are directed to consider a bank holding company's and a bank's effectiveness in combating money laundering when reviewing and ruling on applications under the BHCA and the Bank Merger Act. We have established comprehensive compliance programs designed to comply with the requirements of the BSA and Patriot Act.

The Anti-Money Laundering Act of 2020 ("**AMLA**"), which amends the BSA, was enacted in January 2021. The AMLA is intended to be a comprehensive reform and modernization to U.S. bank secrecy and anti-money laundering laws. Among other things, it codifies a risk-based approach to anti-money laundering compliance for financial institutions; requires the U.S. Department of the Treasury to promulgate priorities for anti-money laundering and countering the financing of terrorism policy; requires the development of standards for testing technology and internal processes for BSA compliance; expands enforcement- and investigation-related authority, including increasing available sanctions for certain BSA violations; and expands BSA whistleblower incentives and protections. Many of the statutory provisions in the AMLA will require additional rulemakings, reports and other measures, and the impact of the AMLA will depend on, among other things, rulemaking and implementation guidance. In June 2021, the Financial Crimes Enforcement Network, a bureau of the U.S. Department of the Treasury, issued the priorities for anti-money laundering and countering the financing of terrorism policy required under the AMLA. The priorities include corruption, cybercrime, terrorist financing, fraud, transnational crime, drug trafficking, human trafficking, and proliferation financing.

Financial Services Modernization

The Gramm-Leach-Bliley Financial Services Modernization Act of 1999 ("**GLBA**") brought about significant changes to the laws affecting banks and bank holding companies. Generally, the GLBA (i) repeals historical restrictions on preventing banks from affiliating with securities firms; (ii) provides a uniform framework for the activities of banks, savings institutions, and their holding companies; (iii) broadens the activities that may be conducted by national banks and banking subsidiaries of bank holding companies; (iv) provides an enhanced framework for protecting the privacy of consumer information and requires notification to consumers of bank privacy policies; and (v) addresses a variety of other legal and regulatory issues affecting both day-to-day operations and long-term activities of financial institutions. The Bank is subject to FDIC regulations implementing the privacy provisions of the GLBA. These regulations require a bank to disclose its privacy policy, including informing consumers of the bank's information sharing practices and their right to opt out of certain practices.

Deposit Insurance

FDIC Insured Deposits. The Bank's deposits are insured under the Federal Deposit Insurance Act, up to the maximum applicable limits and are subject to deposit insurance assessments by the FDIC, which are designed to tie what banks pay for deposit insurance to the risks they pose. The FDIC determines the amount of insurance premiums based on the financial institutions' deposit base and the applicable assessment rate. The Dodd-Frank Act redefined the assessment base as the average consolidated total assets less average tangible equity capital of a financial institution. The FDIC determines the assessment rate for insured depository institutions with more than $10 billion in assets under a "scorecard" methodology that seeks to capture both the probability that such an institution will fail and the magnitude of the impact on the DIF if such a failure occurs. Assessment rates are applied to the depository intuition's base to determine payments to the DIF. The FDIC has authority to increase assessment rates, and in October 2022 adopted a Final Rule increasing initial base deposit rate schedules uniformly by two basis

points starting with the first quarterly assessment period of 2023. The FDIC also communicated that the new rate schedules will remain in effect unless and until the reserve ratio meets or exceeds two percent; progressively lower assessment rates can be expected when the reserve ratio goal is met. No institution may pay a dividend if it is in default on its federal deposit insurance assessment. The FDIC may also prohibit any insured institution from engaging in any activity determined by regulation or order to pose a serious risk to the DIF.

Safety and Soundness. The FDIC may terminate the deposit insurance of any insured depository institution if the FDIC determines after a hearing that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, order, or any condition imposed by an agreement with the FDIC. Management is not aware of any existing circumstances that would result in termination of the Bank's deposit insurance.

Insurance of Deposit Accounts. The Dodd-Frank Act permanently increased FDIC deposit insurance from $100,000 to $250,000 per depositor. The FDIC insurance coverage limit applies per depositor, per insured depository institution for each account ownership category.

Recent and Proposed Legislation

The economic and political environment of the past several years has led to a number of proposed legislative, governmental, and regulatory initiatives that may significantly impact the banking industry. Other regulatory initiatives by federal and state government agencies may also significantly impact our business, including, as an example, the Biden administration's July 2021 executive order encouraging more robust scrutiny of mergers and acquisitions and the related efforts of banking regulators to increase scrutiny of transactions. Subsequently, in March 2022, the FDIC published a Request for Information ("**RFI**") seeking information and comments regarding the application of the laws, practices, rules, regulations, guidance, and statements of policy that apply to merger transactions of one or more depository institutions. The FDIC highlighted that significant changes over the past several decades in the banking industry and financial system necessitate a review of the regulatory framework. The FDIC expressed interest in receiving comments regarding the effectiveness of the existing frameworks and requirements under the Bank Merger Act. The RFI is intended to inform future FDIC policy on the matter.

We cannot predict the ultimate impact of any such initiatives on our operations, competitive situation, financial conditions, or results of operations, or whether any other proposals will emerge. Recent history has demonstrated that new legislation or changes to existing laws or regulations typically result in a greater compliance burden (and therefore increase the general costs of doing business), and the administration under President Biden to date has demonstrated a general intent to regulate the financial services industry more strictly than the administration of his predecessor, including with respect to its review of proposed change in control transactions.

Effects of Federal Government Monetary Policy

The Company's earnings and growth are affected not only by general economic conditions, but also by the fiscal and monetary policies of the federal government, particularly the Federal Reserve. The Federal Reserve implements national monetary policy to promote maximum employment, stable prices, and moderate long-term interest rates. Through its open market operations in U.S. government securities, control of the discount rate applicable to borrowings, establishment of reserve requirements against certain deposits, and control of the interest rate applicable to excess reserve balances and reverse repurchase agreements, the Federal Reserve influences the availability and cost of money and credit and, ultimately, a range of economic variables including employment, output, and the prices of goods and services. Recently, the Federal Reserve shifted its focus from economic growth to addressing continued concerns with inflation. During 2022, the Federal Reserve increased the federal funds target rate seven times, an increase of 425 basis points for the year, and communicated that it anticipates ongoing increases. Changes in monetary policy, including increases in the federal funds rate, can affect net

interest income and margin, overall profitability, and shareholder's equity. The nature and impact of future changes in monetary policies and their impact on us cannot be predicted with certainty.

Heightened Requirements for Large Bank Holding Companies and Banks

As mentioned above, the Dodd-Frank Act imposed heightened requirements on large bank holding companies and banks, and the EGRRC Act has rolled back certain provisions of the Dodd-Frank Act. In particular, the EGRRC Act increased the asset threshold for certain rules that previously applied to bank holding companies and banks with at least $10 billion in total consolidated assets. As a result of the EGRRC Act and follow-up rules, we are not currently subject to several of those heightened requirements (e.g., stress testing and a dedicated risk committee), but we will remain subject to other requirements of the Dodd-Frank Act left unaffected by the EGRRC Act, such as the requirement that we be examined, primarily by the CFPB, for compliance with federal consumer protection laws. We have established a comprehensive compliance system to ensure compliance with these rules.

Cybersecurity

In February 2018, the SEC published interpretive guidance to assist public companies in preparing disclosures about cybersecurity risks and incidents. These SEC guidelines, and any other regulatory guidance, are in addition to notification and disclosure requirements under state and federal banking law and regulations.

The federal banking regulators regularly issue new guidance and standards, and update existing guidance and standards, intended to enhance cyber risk management among financial institutions. Financial institutions are expected to comply with such guidance and standards and to accordingly develop appropriate security controls and risk management processes. If we fail to observe such regulatory guidance or standards, we could be subject to various regulatory sanctions, including financial penalties.

In November 2021, the federal banking agencies adopted a Final Rule, with compliance required by May 1, 2022, establishing new notification requirements for banking organizations. The new rule requires banks to notify their primary banking regulator within 36 hours of determining that a "computer-security incident" rising to the level of a "notification incident," has occurred. A "notification incident" is one that materially affects, or is likely to affect, the viability of the banking organization's operations and services resulting in material loss, or potential impact the stability of the United States.

State regulators have also been increasingly active in implementing privacy and cybersecurity standards and regulations. Several states have regulations requiring certain financial institutions to implement cybersecurity programs and many states, including Nevada, have also implemented or recently modified their data breach notification, information security and data privacy requirements. We expect this trend of state-level activity in those areas to continue, and are continually monitoring developments in the states in which our customers are located.

Risks and exposures related to cybersecurity attacks, including litigation and enforcement risks, are expected to be elevated for the foreseeable future due to the rapidly evolving nature and sophistication of these threats, as well as due to the expanding use of internet banking, mobile banking and other technology-based products and services by us and our customers.

Environmental, Social and Governance

Bank regulatory agencies and the SEC have shown increased interest in environmental, social and governance matters ("**ESG**") and expressed an intent to increase related regulatory oversight of companies efforts to address how ESG issues may affect their business. In 2022, multiple federal regulatory agencies formalized their intent by issuing proposed policy statements and rules, and by establishing a pilot climate scenario analysis exercise for large banks. We believe that continued focus on environmental and social issues is consistent with our community banking model. We are continually

seeking ways to improve our stewardship of the environment through recycling programs, resource conservation, empowered employees, construction evaluation, and more. Our Nominating/Corporate Governance Committee oversees the Company's efforts in setting and maintaining high standards for corporate social responsibility and reviewing our performance in ESG matters. The Nominating/Corporate Governance Committee's environmental and social duties include monitoring and assessing developments, trends and issues related to ESG, monitoring risks and overseeing Company solutions related to ESG, overseeing our reporting and disclosures related to ESG, overseeing and reviewing at least annually policies and programs related to ESG, overseeing our human capital management strategy, and evaluating our overall ESG performance and identifying areas for improvement. The Company's Community and Social Responsibility Report describes our ESG performance and is located on the Company's website (www.g.bank.com) under the Governance Documents section.

Nevada State Law Considerations

Nevada General Corporation Law: Control Share Acquisitions. Any acquisition of shares of a Nevada corporation within specific percentage ranges - 20% to one-third, one-third or more but less than a majority, or a majority is subject to the control share acquisition provisions of NRS Sections 78.378 through 78.3793, which have the effect of denying voting power to any shares held by the acquiring person unless shareholders representing a majority of the voting power grant voting rights to the shares. But these control share acquisition provisions apply if and only if a Nevada corporation has 200 or more shareholders of record, at least 100 of whom are Nevada residents. A Nevada corporation's articles of incorporation or bylaws may "opt out" of coverage under the control share acquisition provisions. The Bank's articles of incorporation do not opt out of coverage under the control share acquisition provisions.

Nevada General Corporation Law: Combinations with Interested Shareholders. NRS Sections 78.411 through 78.444 regulates business combinations and transactions between Nevada corporations and "interested shareholders." Examples of these transactions include the dispositions of assets, mergers and consolidations, voluntary dissolutions, and the transfer of shares. An interested shareholder is, in summary terms, one who beneficially owns or has the right to acquire or exercise voting power over 10% or more of the corporation's voting power. According to NRS Section 78.438, a business combination transaction is prohibited for a three-year period after a person becomes an interested shareholder, unless the board approved the combination before the person became an interested shareholder. After the three-year period, a business combination transaction may be undertaken if conditions specified in the statute are satisfied. Like the control share acquisitions provisions, the business combination provisions apply in the case of a Nevada corporation with 200 or more shareholders. The statute governing business combination transactions with interested shareholders does not apply, however, to a corporation that does not have securities registered under the Securities Exchange Act of 1934, unless the corporation's articles of incorporation "opt into" and elect to be governed by the statute, which is the case for the Company but not the Bank, should all required conditions and approval be obtained. The Company does not expect for the foreseeable future to have securities registered under the Securities Exchange Act of 1934, as amended.

Compensation

Director Compensation. The Company's outside Board of Directors are entitled to receive an annual fee equivalent to $12,500 per year for serving on the Company's Board of Directors (the "**Company's Board**"), an annual fee equivalent to $5,000 per year for those members of the Company's Board that also serve as a chair for subcommittees formed by the Company's Board, and an annual fee equivalent to $2,500 per year for those members of the Company's Board that also serve as a vice-chair for subcommittees formed by the Company's Board and an annual fee equivalent to $5,000 per year for those members of the Board that serve on the Company's Board Loan Committee. These outside directors are also entitled to receive a meeting fee payment of $1,500 for each meeting attended of the Company's Board, $1,000 for each meeting attended of the Bank's Board of Directors (the "**Bank's Board**"), and $500 for each meeting attended as a member of a subcommittee formed by the Company's Board or the Bank's Board. On October 25, 2022, the members of the Boards for both the Company and the Bank agreed to receive their respective compensation in the form of shares of Common Stock-V in

lieu of cash payments with the per share price based on the closing price of the Common Stock-V as currently quoted on the OTCQX.

In 2022, the outside directors of the Company that do not also serve on the Bank's Board of Directors received a total of $118,500 in fees from the Company. In 2022, the outside directors of the Company that are also members of the Bank's Board of Directors received a total of $96,000 in fees from the Bank and $0 in fees from the Company and for those outside directors that were only on the Bank's Board of Directors received a total of $112,000 in fees from the Bank. Currently, the Company's Board and the Bank's Board receive an annual fee for outside directors only. In the future, the Company may adopt additional policies for compensation to directors, consistent with all laws and regulations applicable to the Company.

Executive Compensation. The Company offers competitive compensation to attract, motivate, retain, and reward executive officers. As the Company continues to grow, it will do this principally through base salaries and bonuses. The Company, primarily through the Compensation Committee of the Board of Directors will accomplish this task with a view toward prevailing compensation trends in the industry for similarly situated persons and banking institutions. The Company may use bonuses or salary increases to provide incentives to executive officers and others in relation to specific projects or strategic goals or with respect to additional responsibilities assumed. All compensation decisions, whether in the form of a bonus or salary increase, are discretionary and based upon subjective factors. The Company does not use a mathematical or similar objective formula to determine any compensation package. The annual base salaries for the Company's executive officers are limited to Mr. Nigro, the Executive Chairman of the Board of Directors who receives an annual salary of $100,000.

The majority of services provided to the Company are from employees of the Bank. Effective January 1, 2018, the Company and Bank entered into a Service Advisory Agreement (the "**Advisory Agreement**") whereby the Bank provides advisory and operational services in general management, accounting, taxation, finance, administration, and risk management to the Company. Under the terms of the Advisory Agreement and for services provided therein, the Company pays the Bank $10,000 per month. The Advisory Agreement further specifies that the Company will pay the Bank separately for costs associated with any special projects completed by the Bank for the Company. These projects may include outside services performed by independent Certified Public Accountants in connection with annual audits, tax returns and other specific services performed for the benefit of the Company; and other projects, involving third party consultants, contractors or vendors specifically performed within the scope of this agreement, which are for the benefit of the Company.

Equity Award Plans.

The 2007 Long-Term Stock Option Plan. The Company's 2007 Long-Term Stock Option Plan (the "**2007 Plan**") was for the benefit of organizers, directors, and key employees of the Company and all of its subsidiaries, including the Bank. The 2007 Plan was authorized to issue up to 700,000 shares of Common Stock-V, of which 688,650 had been granted and 11,350 were unawarded and forfeited by plan expiration. Of the Common Stock-V shares granted, 492,775 had been issued, 94,000 had been cancelled and forfeited by plan expiration, and 101,875 are outstanding as of December 31, 2022. The 2007 Plan required that the exercise price be equal to the fair market value of the Company's Common Stock-V at the date of grant. Currently granted and outstanding stock options have an exercise price of $1.50 per share. Generally, all options granted had a five-year vesting at 20% per year with a ten-year life. The 2007 Plan contains a provision allowing the primary federal regulator to direct the institution to require plan participants to exercise or forfeit their stock rights if the institution's capital falls below the minimum requirements as determined by its state or primary federal regulator. Stock rights are not transferable by participants. Due to the scheduled expiration of the 2007 Plan, no further grants will be made under said Plan. The Company also has the 2016 Equity Incentive Plan (the "**Incentive Plan**").

The 2016 Equity Incentive Plan. The Incentive Plan is intended to assist the Company in aligning the interests of the Company's directors and employees with the interests of the shareholders. The Incentive

Plan supplemented the 2007 Plan and continued the compensation policies and practices through the issuance of a wide scope of products and incentives. The Company, through the Incentive Plan has the ability to grant equity-based incentives to eligible participants through the issuance of long-term incentive compensation such as stock options, stock appreciation rights, restricted stock units, restricted stock, stock awards and other awards based on, or related to, shares of the Common Stock-V (together with incentive stock options, collectively referred to as "**Incentive Awards**"). As approved by the shareholders at its 2021 Annual Meeting, the maximum total number of shares available for Incentive Awards under the Incentive Plan is 500,000 shares of Common Stock-V, plus all shares subject to Incentive Awards that are canceled, surrendered, modified, exchanged for substitute Incentive Awards or that expire or terminate prior to the exercise or vesting of the Incentive Awards in full, plus shares that are surrendered to the Company in connection with the exercise or vesting of Incentive Awards, whether previously owned or otherwise subject to such Incentive Awards. Such shares shall be authorized and may be unissued shares, shares issued and repurchased by the Company, shares issued and otherwise reacquired by the Company and shares otherwise held by the Company. As of December 31, 2022, the Company has granted 388,240 restricted Common Stock-V awards under the Incentive Plan, of which 42,646 have been cancelled, 143,694 have been issued, and 201,900 are outstanding.

Deferred Incentive Compensation Plan. On December 15, 2016, the Company adopted an unfunded nonqualified deferred incentive compensation plan (the Plan) primarily to provide supplemental retirement benefits and incentive compensation for selected employees. The Company contributes to the Plan in the amounts determined according to the terms of each participant's agreement. Each participant shall vest in an amount of one-third of each contribution each Plan year until age 65 then all contributions will be fully vested at inception. Each year, contributions and deferrals are to be distributed for each of the three immediately preceding years, plus related interest. The accrued liability for the Plan is included in other liabilities on the consolidated balance sheets and totaled $3,411,000 at December 31, 2022, and $3,495,000 as of December 31, 2021. The expense related to the plan was $19,000 in 2022 and $84,000 in 2021 and is included as a component of noninterest expense on the consolidated statements of income.

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

The current Bylaws of the Company provide that the number of members of Board of Directors of the Company shall not be less than five (5) nor more than 25. In the event that the authorized number of directors shall be fixed at nine (9) or more, the Board of Directors shall be divided into three classes: Class I, Class II, and Class III, each consisting of a number of directors as nearly as practicable to one-third of the total number and directors. In the event that the authorized number of directors shall be fixed with at least four (4), but less that nine (9), the Board of Directors shall be divided into two classes, designated Class I and Class II, each consisting of one-half of the directors or as close an approximation as possible. At each annual meeting, each of the successors to the directors of the class whose term shall have expired at such annual meeting shall be elected for a term running until the second annual meeting next succeeding his or her election and until his or her successor shall have been duly elected and qualified. Each director shall serve until his or her successor shall have been duly elected and qualified, unless such director shall resign, die, become disqualified or disable, or shall otherwise be removed. In 2020 and 2021, the number of members of the Company's Board of Directors increased to nine (9) and ten (10), respectively, thereby causing the Company's Board of Directors to be divided into three classes: Class I, Class II, and Class III. Class I Directors are currently serving a term expiring at this Annual Meeting of Shareholders. Class II Directors are currently serving a term that will expire at the Annual Meeting of Shareholders to be held in 2024. Class III Directors are currently serving a term that will expire at the Annual Meeting of Shareholders to be held in 2025. Thereafter, each director shall serve for a term ending at the third annual meeting following the annual meeting at which such director was elected. Each of the elected directors will serve for the ensuing term set forth above and until his/her successor is elected and qualified. As of the Record Date, the nominees for Class I directors as proposed by management and their initial year of appointment to the Board of Directors are:

Class III Director	Initial Year of Appointment
A. Lee Finley	2017
William J. Hornbuckle IV	2019
T. Ryan Sullivan	2017
Charles W. Griege, Jr.	2021

A. Lee Finley is the founder of BrandFX Body Company, which employs over 600 people in seven truck body manufacturing plants located in Iowa, Minnesota, Indiana, and Texas. He is the owner and founder of BFX Fire, manufacturer of wild land fire trucks; Pioneer Truckweld, manufacturer of dump trucks and trailers; F&F Composites Manufacturing; FWAM Aircraft Management Company; Touchdown Investments Inc.; ALF Operating Partners Investment Company; Air Shelters USA; and Real Fleet Services, in addition to other minority interests in various diverse businesses. Mr. Finley has served as a Director of GBank since 2013 and GBank Financial Holdings Inc. since its formation in December 2017. Mr. Finley was born in Vancouver, British Columbia, where he attended the University of British Columbia, majoring in economics. He began a lifelong career in the utility equipment business in Vancouver in 1969. Mr. Finley moved to Spokane in 1976, to Las Vegas in 1988, and to Fort Worth in 1990. He became a citizen of the United States of America in 1993. He has been a resident of Fort Worth since 1990, where he participates in numerous community and charitable organizations.

William (Bill) J. Hornbuckle is Chief Executive Officer (CEO) and President of MGM Resorts International (NYSE: MGM), an S&P 500® global entertainment company featuring iconic hotels and casinos, meeting and conference spaces, live and theatrical entertainment experiences, and an array of restaurant, nightlife, and retail offerings across the globe. MGM Resorts' portfolio includes some of the most recognizable resort brands in the industry, such as Bellagio, MGM Grand, ARIA, Mandalay Bay, and Borgata. As CEO, Mr. Hornbuckle oversees all aspects of MGM Resorts' strategy, operations, and hospitality and gaming development projects. He leads the company's global development efforts and its digital gaming strategy. He also successfully steered the company through the COVID-19 pandemic, overcoming numerous challenges including the closure of operations, tightly restricted re-openings, and new health and safety measures. Mr. Hornbuckle let the strategy and execution of the company's sale of MGM Growth Properties to Vici Properties, and the acquisition of the remaining share of CityCenter and of The Cosmopolitan of Las Vegas. Mr. Hornbuckle has served as President of MGM Resorts since 2012 and became Chief Operating Officer in 2019. He led MGM Resorts' domestic and international expansion efforts, including the development of resorts in National Harbor, MD, and Macau, and of T-Mobile Arena in Las Vegas. More recently, Mr. Hornbuckle oversaw MGM Resorts' expansion of entertainment and sports betting through the creation of BetMGM. Additionally, he held the roles of Chief Design and Construction officer and Chief Customer Development Officer. Mr. Hornbuckle has been with MGM Resorts for more than two decades, including time as the company's Chief Marketing Officer, where he led the creation and launch of the M Life Rewards customer loyalty program. Mr. Hornbuckle's previous positions with MGM Resorts include: President and Chief Operating Officer of Mandalay Bay, Chief Operating Officer of MGM Resorts International-Europe, and President and Chief Operating Officer of MGM Grand Las Vegas. He has played a key role in expanding Las Vegas' entertainment and attractions. Mr. Hornbuckle is a board member and President of T-Mobile Arena (a joint venture with AEG) and helped bring Las Vegas its first professional sports team through the establishment of the NHL's Golden Knights. In 2016, he was appointed to the Clark County Stadium Authority Board, which developed the Las Vegas NFL Stadium Project as part of a successful effort to attract an NFL team, the Raiders, to Las Vegas. He served on this board through 2021, and, during that time, he also helped bring the WNBA team, the Aces, to Las Vegas in 2017. An experienced industry executive, Mr. Hornbuckle started working in Las Vegas as a room service attendant and busboy at the Jockey Club and grew his career through a range of senior management positions at Mirage Resorts. He was President and Chief Operating Officer for Caesars Palace, Las Vegas; President and Chief Operating Officer of the Golden Nugget in Laughlin; Executive Vice President and Chief Operating Officer of Treasure Island; and Vice President of Hotel Operations for The Mirage, which he opened in 1989. Mr. Hornbuckle is a member of MGM Resorts' Board of Directors and serves as the Chairman of the Board of Directors of MGM China Holdings, which operates resorts in Macau. He was Chairman of the Board of Directors for CityCenter JV (a joint venture with Dubai World), and currently serves as Chairman of the U.S. Travel and Tourism

Advisory Board, which advises the U.S. Secretary of Commerce on policy, regulation, programs, and issues that impact the travel and tourism industry in the United States. A long-time resident of Southern Nevada, Mr. Hornbuckle is active in community service. He serves on the Board of Trustees for Three Square Food Bank and the Board of Directors for the Fulfillment Fund. Mr. Hornbuckle endowed a scholarship for students pursuing hospitality degrees at the University of Nevada, Las Vegas (UNLV). He holds a Bachelor of Science degree in Hotel Administration from UNLV.

T. Ryan Sullivan is President/Chief Executive Officer of GBank Financial Holdings Inc. (GBFH) and GBank. Under his direction, GBank has been recognized by S&P Capital IQ in its Top 100 Best-Performing Community Banks every year for each of the past 6 years. In March 2022, S&P Capital IQ ranked GBank #6 best-performing U.S. community bank with assets under $3 billion based on financial strength, growth, and credit quality criteria for 2021. In January 2023, OTCQX ranked GBFH #18 in its 2023 OTCQX Best 50 based on 2022 total return and average dollar volume growth, a list that spans over 600 companies of all sizes, industries, and geographic regions, from well-capitalized US community banks to large cap global brands. Mr. Sullivan has 24 years of commercial banking experience. He was the Bank's original Chief Financial Officer and served in that capacity from inception in September 2007 through July 2013, when he was named President/Chief Executive Officer. He has served as a Bank Director since January 2011 and currently chairs the Bank's Community Reinvestment Act Committee and serves as a member of the Gaming FinTech Committee. Mr. Sullivan has provided organizational oversight for the Risk Management, Sales Production Management, Accounting/Finance, Credit and Lending Administration, Deposit Operations, Information Technology/Cybersecurity, and Investment functions. Previously, Mr. Sullivan served as the Chief Financial Officer of Alliance Bank of Arizona, a $650 million statewide commercial bank at the time of departure, where he had responsibilities including active balance sheet portfolio management, serving as Chairman of the Asset/Liability Committee, and managing Audit and Risk Management functions of the bank while coordinating organizational compliance with Sarbanes-Oxley requirements. Additionally, he provided management and oversight for Deposit Operations, Information Technology and Human Resources/Payroll functions. Mr. Sullivan joined Alliance Bank at its inception in 2003 as its original Chief Financial Officer after working with Bank of Nevada (formerly BankWest of Nevada) in numerous lending, accounting/finance, and operational capacities. Mr. Sullivan currently serves on the Board of the Nevada Bankers Association as well as the Community Banker's Council of the American Bankers Association. He also currently serves on the Board of Trustees for SafeNest, Southern Nevada's oldest and most comprehensive non-profit organization dedicated to the eradication of domestic violence. Mr. Sullivan attained his Bachelor of Science degree in Finance from UNLV and was also an honors graduate of Pacific Coast Banking School at University of Washington.

Charles W. Griege, Jr., is the founding partner and Chief Investment Officer of Blue Lion Capital (BLC). He has over thirty years of experience in the capital markets and has been investing in bank stocks since 1986. Chuck launched Blue Lion Capital's Bank Consolidation Fund in April 2011 to capitalize on the significant change in the banking industry following the financial crisis. In addition, Chuck was a founding partner of the CLO Opportunity Fund in 2009. Prior to founding BLC in 2005, Chuck was a partner at Atlas Capital Management, a long/short equity fund. During his four years at Atlas, Chuck helped grow the firm from approximately $50 million in assets to $650 million. Prior to joining Atlas, Chuck spent six years in investment banking, most recently as a Managing Director at SoundView Technology Group. Prior to attending business school, Chuck spent three years working at the Federal Home Loan Bank of Dallas. It was during this period that Chuck worked closely with savings banks in the most troubled region of the U.S. and witnessed the creation of the Resolution Trust Corporation (RTC) to dispose of the assets of failed banks and thrifts. Chuck received an M.B.A. with honors from Columbia Business School in 1990 and a B.A degree from Vanderbilt University in 1985.

Committees of the Company's Board of Directors

The Board of Directors of the Company currently has the following committees: Audit Committee (chaired by Katie S. Lever, vice-chaired by Todd A. Nigro), Compensation Committee (chaired by William J. Hornbuckle IV, vice-chaired by Michael C. Voinovich), Gaming FinTech Committee (chaired by James K. Sims, vice-chaired by Dana A. Dwiggins Powell), and Nominating Committee (chaired by Edward M.

Nigro). The Audit Committee, Compensation Committee, and Gaming FinTech Committee are charged with both the affairs of the Company and the Bank. In addition, the Bank also has the following independent committees: (i) Asset-Liability Committee (chaired by Jeffery E. Whicker, Bank Chief Financial Officer); (ii) Community Reinvestment Act & Corporate Giving Committee (chaired by T. Ryan Sullivan, President/CEO); and (iii) Board Loan Committee (chaired by Keith F. Jarvis, Bank Chief Credit Officer).

Audit Committee. The Company's Audit Committee reviews the work of internal and external auditors for the Company. This committee is also charged with ensuring the continued integrity of internal controls; reviewing the qualifications, independence and performance of the Bank's independent auditors; reviewing the scope, magnitude and budgets of all examinations of the Bank's financial statements by the auditors; reviewing general policies and procedures with respect to accounting and financial matters and internal controls; reviewing and approving the costs and types of audit and non-audit services performed by independent public accountants; meeting with independent public accountants not less than once a year without Bank representatives to discuss internal controls and accuracy and completeness of the financial statements; receiving analyses and comments regarding accounting pronouncements; reviewing the results of audits with the independent public accountants and management with a focus on difficulties encountered, material errors or irregularities, weaknesses in internal accounting controls and similar issues; notifying the Board of major problems or deficiencies discovered with respect to its duties and monitoring compliance with board policies and applicable rules and regulations. The members of the Audit Committee are Katie S. Lever (Chair/Company Director), Todd A. Nigro (Vice-Chair/Company and Bank Director), Alan C. Sklar (Company and Bank Director), Timothy P. Herbst (Bank Director), and Shelli L. Lowe (Bank Director).

Compensation Committee. The Company's Compensation Committee reviews the parameters of salary, bonus and benefit plans for all officers and employees of the Company and makes recommendations to the Board of Directors on such matters. The members of the Compensation Committee are William J. Hornbuckle IV (Chair/Company Director), Michael C. Voinovich (Vice-Chair/Company and Bank Director), Todd A. Nigro (Company and Bank Director), James K. Sims (Company Director), and Shelli L. Lowe (Bank Director).

Gaming FinTech Committee. The Company's Gaming FinTech Committee provides ongoing monitoring of the Bank's Gaming FinTech Division activities and to ensure compliance with all relevant laws and regulations. The members of the Gaming FinTech Committee are James K. Sims (Chair/Company Director), Dana A. Dwiggins Powell (Vice-Chair/Bank Director), T. Ryan Sullivan (Company and Bank Director), Chuck W. Griege, Jr. (Company Director), Michael C. Voinovich (Company and Bank Director), and David J. Fersdahl (Bank EVP/Card & Payments).

Nominating Committee. The Company's Nominating Committee considers candidates for future directors recommended by its members, by other members of the Board of Directors, by shareholders, and by management. In evaluating potential nominees to the Company's Board, the Nominating Committee considers, among other things, independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy, and experience in the context of the needs of the Company, through the Board of Directors. The members of the Nominating Committee are Edward M. Nigro (Chairman/Company and Bank Director), A. Lee Finley (Company Director), and Alan C. Sklar (Company and Bank Director).

Certain Relationships and Related Transactions

On February 1, 2007, the Bank entered into a five-year lease agreement with five 5-year options for its headquarters and branch at the southwest Las Vegas location, with Nigro HQ, LLC, a Nevada limited liability company, as the landlord. The landlord is an entity in which Edward M. Nigro (Executive Chairman of the Board of Directors for the Company and the Bank) and Todd A. Nigro (a member of the Board of Directors of the Company and the Bank) have a 15.78% and 25.27% ownership interest, respectively. The lease for this location originally required the Bank to pay rent monthly at an initial base rate of $2.20 per rentable square foot, or $19,538 per month, with the first-year's operating expenses

included. Increases in the operating expenses after the base year are paid by the Bank based on a pro rata basis. The rent increases by 3% per annum starting in the second (2nd) year of the lease term. On April 16, 2012, the Bank exercised its option for its first of five 5-year lease extensions. This extension was exercised in conjunction with a reduction in monthly base rent to $2.00 per rentable square foot, or $17,762 per month. On February 1, 2016, the Bank executed an amendment for the addition of approximately 3,052 rentable square feet at its southwest Las Vegas location. This lease amendment required the Bank to pay $2.00 per additional square foot, or $6,104 per month, after free rent (for two months), with lease expiration being coterminous with all currently leased space at this location. On September 6, 2017, the Bank exercised its option for its second of five 5-year lease extensions. This extension was exercised in conjunction with a reduction in monthly base rent to $1.68 per rentable square foot, or $19,991 per month. On August 25, 2022, the Bank exercised its option for its third of five 5-year lease extensions. This extension was exercised in conjunction with an increase in monthly base rent to $2.54 per rentable square foot, or $30,251.60 per month. On October 10, 2022, the Bank exercised its option for its fourth of five 5-year lease extensions. This extension was exercised in conjunction with four (4) additional 5-year options to extend the term of the lease. The Bank's next lease expiration for this location is scheduled for September 30, 2032. The financial terms of this lease, subsequent renewal, and ownership interest in this landlord by Edward M. Nigro and Todd A. Nigro were disclosed to both federal and state banking regulators along with an independent market review of the property. Independent market reviews have confirmed that the terms of this lease, as well as the April 2012, February 2016, September 2017, August 2022, and October 2022 amendments, were on substantially the same terms as those prevailing at the time for comparable transaction with non-insiders and did not present more than the normal risk of such transactions nor present other unfavorable terms. Moreover, this lease was approved by the disinterested members of the Bank's Board of Directors (i.e., the members of the Board of Directors with no ownership interest in the landlord and no familial relationship with parties with an ownership interest in the landlord), who determined that the terms and conditions of this lease are fair and reasonable to the Bank.

On April 23, 2008, and commencing April 1, 2009, the Bank entered into a 15-year lease agreement with six 5-year options for its Seven Hills Location, with Ten Saints Properties LLC, a Nevada limited liability company, as the landlord. The landlord is an entity in which Todd Nigro (a member of the Board of Directors of the Company and the Bank) has a 10% ownership interest. The lease for this location originally required the Bank to pay rent monthly at an initial base rate of $3.25 per rentable square foot or $18,037.50 per month, with a monthly common area expense to be charged to the Bank on a pro-rata basis. The rent increases by 15% at the end of each 5-year period, including all option periods. On October 21, 2022, the Bank exercised its option for its first and second of six 5-year lease extensions. This extension was exercised in conjunction with an increase in monthly base rent to $4.30 per rentable square foot, or $23,854.60 per month, and a reduction in the rent increase at the end of each 5-year period, including all option periods, from 15% to 12%. The Bank's next lease expiration for this location is scheduled for October 31, 2032. The financial terms of this lease, subsequent renewal, and ownership interest in this landlord by Todd A Nigro was disclosed to both the federal and state banking regulators along with an independent market review of the property. Independent market reviews have confirmed that the terms of this lease, as well as the October 2022 amendment, were on substantially the same terms as those prevailing at the time for comparable transactions with non-insiders and did not present more than the normal risk of such transactions nor present other unfavorable terms. Moreover, this lease was approved by the disinterested members of the Bank's Board of Directors (i.e., the members of the Board of Directors with no ownership interest in the landlord and no familial relationship with parties with an ownership interest in the landlord), who determined that the terms and conditions of this lease are fair and reasonable to the Bank.

In April 2015, the Company originally entered into a sponsorship and program management agreement with BankCard Services, LLC ("**BCS**"), a newly formed entity that is related by common ownership to the Company. The agreement was amended and restated in June 2022. Under this agreement, the Company issues prepaid debit cards through its memberships in the Discover, MasterCard, VISA, and various other networks, and BCS serves as the program manager for the cards. In addition to card issuance, the Company provides settlement accounts and receives a percentage of BCS's gross revenues as

compensation for these services. The Bank recognized approximately $610,000 and $434,000 in revenue associated with this arrangement during the years ended December 31, 2022, and 2021.

In the course of ordinary business, the Bank has granted loans to the Company and Bank's officers, directors, and their affiliates ("related parties"). At December 31, 2022, and 2021, direct loans to such parties approximated $11,535,000 and $12,340,075, respectively. Total borrowing advances were approximately $80,000 and total repayments were approximately $885,000 for the year ended December 31, 2022. Undisbursed loan commitments with related parties totaled approximately $2,566,000 and $2,508,000 at December 31, 2022, and 2021, respectively. None of these loans are past due, on nonaccrual status, or restructured to provide a reduction or deferral of principal or interest. Deposits from related parties in the normal course of business totaled approximately $51,692,000 and $57,332,000 at December 31, 2022, and 2021, respectively.

MANAGEMENT AND THE COMPANY RECOMMEND THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF EACH CLASS I DIRECTOR NOMINATED BY MANAGEMENT AND THE COMPANY.

PROPOSAL NO. 2 – APPROVING AN AMENDMENT TO THE 2016 EQUITY INCENTIVE PLAN

Approving an amendment to the 2016 Equity Incentive Plan to increase the authorized shares of Common Stock-V from 500,000 to 1,000,000.

The Board of Directors has amended the 2016 Equity Incentive Plan (the "**2016 Plan**"), subject to the approval by the shareholders. The Plan, as amended, will become effective upon approval by a majority vote of the shareholders at this Annual Meeting.

Summary of Changes

The Company is asking shareholders to approve an amendment to the 2016 Plan to increase the total number of authorized shares of Common Stock-V available for awards granted under the Plan from 500,000 shares to 1,000,000 shares of Common Stock-V. As of December 31, 2022, 154,406 shares remain available for awards under the Plan. The Company intends to grant options or other stock-based awards to eligible persons (namely Company employees along with consultants, independent contractors or non-employee directors providing services to the Company) through the plan's scheduled expiration in April 2026, which grants would be in excess of the currently authorized shares thereby requiring the inclusion of this proposal in the Annual Meeting Notice.

Shareholders are urged to read the actual text of the Plan in its entirety which is posted on the Company's website (www.g.bank) before you vote. See "Other Information – Web Posted Documents" at the end of this Annual Meeting Notice for complete instructions in order to be able to view this item.

MANAGEMENT AND THE COMPANY RECOMMEND THAT THE SHAREHOLDERS VOTE FOR THE AMENDMNET TO THE 2016 EQUITY INCENTIVE PLAN.

PROPOSAL NO. 3 – RATIFICATION OF THE BOARD OF DIRECTORS' SELECTION OF ACCOUNTANTS

The Board of Directors of the Company has selected RSM US LLP as independent accountants of the Company for the year ending December 31, 2023. Such accounting firm has no financial interest in the Company and neither it nor any member or employee of the firm has had any connection with the Company in the capacity of promoter, underwriter, voting trustee, director, officer, or employee.

The Board of Directors recommends that you vote in favor of the above proposal in view of the familiarity of RSM US LLP with the Company's financial and other affairs acquired during its previous service as independent accountants for the Company.

MANAGEMENT AND THE COMPANY RECOMMEND THAT THE SHAREHOLDERS VOTE FOR THE RATIFICATION OF THE SELECTION OF ACCOUNTANTS.

PROPOSAL NO. 4 – OTHER MATTERS

Other Business

Management of the Company is not aware of any other matters to come before the Annual Meeting. However, if any other matters should properly come before the Annual Meeting, it is intended that proxies solicited hereby will be voted with respect to those matters in accordance with the recommendation of management.

OTHER INFORMATION

Proposals of Shareholders

Under certain circumstances, shareholders are entitled to present proposals at shareholders' meetings. Provided that the proposal is submitted in a timely manner and in a form that complies with the Articles of Incorporation, Bylaws, Nevada Corporation Law, and other applicable regulations.

Nominations for Board of Directors

Nominations for the election of directors to the Board of Directors can be done by the then current members of the Company's Board or by any shareholder of the Company entitled to vote generally in the election of directors. Such nominations by a shareholder must be made in writing and delivered to the Secretary of the Company not later than ninety (90) days prior to the month and day one year subsequent to the date that the proxy materials regarding the last election of directors to the Board of Directors were mailed to shareholders. Each such notice of nomination by a shareholder must set forth (a) the full name, age and date of birth of each nominee proposed in the notice, (b) the business and residence addresses and telephone numbers of each such nominee, (c) the educational background and business experience of each such nominee, including a list of positions held for at least the preceding five years, and (d) a signed representation by each such nominee that the nominee will timely provide any other information reasonably requested by the Company for the purpose of preparing its disclosures in regard to the solicitation of proxies for the election of directors. The name of each such candidate for director must be placed in nomination at the annual meeting by a shareholder present in person and the nominee must be present in person at the meeting for the election of directors. Any vote cast for a person who has not been duly nominated in accordance with the Company's bylaws shall be void. Nominations for the 2024 Annual Meeting Notice must be received by the Secretary of the Company on or before February 29, 2024, and must contain all of the information as set forth in the Company's bylaws.

Year End Financial Statements

The Company's Consolidated Financial Report for the year ended December 31, 2022, is available to each shareholder on the Bank's website (www.g.bank). See "Other Information – Web Posted Documents" below for complete instructions in order to be able to view the financial statements.

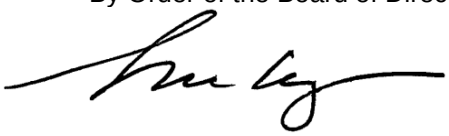
Web Posted Documents

For your convenience, you can review the Consolidated Financial Report as follows: (i) visit the Bank's website at https://www.g.bank/about/get-in-touch/annual-meeting-notices.html; (ii) on the page titled "**Annual Meeting Notices**", click on the link titled **"GBFH - Audited Financial Statements - 12.31.2022"**; (iii) prior to opening this document, you will be asked to provide a password; and (iv) once

the password is entered, you can download, view or print all or any portion of the Consolidated Financial Report. Accompanying this Annual Meeting Notice is your 2023 Annual Meeting Proxy Card. On the top-half of the second page of this proxy card is the secured password for your use. If you are unable to retrieve any of the documents referenced in this Annual Meeting Notice, or do not have computer access, the Company will make copies of any item requested. All requests should be delivered to Shauna Ferguson, at 9115 West Russell Road, Suite 110, Las Vegas, Nevada 89148, or by email at sferguson@g.bank.

Dated: March 31, 2023.

By Order of the Board of Directors



Edward M. Nigro
Executive Chairman