



1776 Peachtree Street NW, Suite 300
Atlanta, Georgia 30309

**Notice of Annual Meeting of Shareholders
To Be Held on August 5, 2025**

Dear Fellow Shareholder:

We cordially invite you to attend the 2025 Annual Meeting of Shareholders of Georgia Banking Company, Inc., the holding company for Georgia Banking Company. At the meeting, we will report on our performance in 2024. We look forward to discussing our plans with you. We hope that you can attend the meeting and look forward to seeing you there.

This letter serves as your official notice that we will hold the meeting on August 5, 2025, at 10:00 a.m., Eastern Time, at 1776 Peachtree Street NW, Suite 300, Atlanta, Georgia 30309, for the following purposes:

1. To elect 15 directors of the Company for one-year terms and until their respective successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors;
2. To approve an amendment to the Stock Incentive Plan to authorize and reserve for issuance in respect of awards under the Stock Incentive Plan an additional 83,000 shares of common stock; and
3. To transact such other business, if any, as may be properly brought before the 2025 Annual Meeting or any adjournment thereof.

Shareholders owning our common stock at the close of business on June 30, 2025 are entitled to attend and vote at the meeting. A complete list of these shareholders will be available at our offices prior to the meeting.

Please use this opportunity to take part in the affairs of your company by voting on the business to come before this meeting. **Even if you plan to attend the meeting, we respectfully ask you to complete and return the enclosed proxy (printed on green paper) to us as promptly as possible.**

By Order of the Board of Directors,

Bartow Morgan, Jr.
Chief Executive Officer

July 2, 2025
Atlanta, Georgia

July 2, 2025



**PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 5, 2025**

This Proxy Statement is being furnished to the shareholders of Georgia Banking Company, Inc. (the "Company") in connection with the solicitation of proxies by the Board of Directors of the Company (the "Board") for use at the Annual Meeting of Shareholders of Georgia Banking Company, Inc., to be held on Tuesday, August 5, 2025 at 10:00 a.m., Eastern Time, and to any adjournment thereof, for the purposes set forth below and in the accompanying Notice of the Annual Meeting of Shareholders. The meeting will be held at 1776 Peachtree Street NW, Suite 300, Atlanta, Georgia 30309.

The shareholders' meeting is being held to consider and vote the following proposals:

- Proposal 1: To elect 15 directors of the Company for one-year terms and until their respective successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors.
- Proposal 2: To approve an amendment to the Stock Incentive Plan to authorize and reserve for issuance in respect of awards under the Stock Incentive Plan an additional 83,000 shares of common stock.
- Proposal 3: To transact such other business as may properly come before the meeting and at any and all adjournments thereof.

Record Date, Solicitation and Revocability of Proxies

The Company has fixed June 30, 2025 as the record date for determining the shareholders entitled to notice of and to vote at the meeting. At the close of business on the record date, there were outstanding and entitled to vote 8,421,459 shares of common stock of the Company, \$0.01 par value per share, held by 282 shareholders of record. A majority of the outstanding shares of common stock represented at the meeting, in person or by proxy, will constitute a quorum.

Shares of the Company's common stock represented by a properly executed proxy, if such proxy is received prior to the vote at the shareholders meeting and not revoked, will be voted at the shareholders meeting in accordance with the instructions indicated in such proxy. **If a proxy is received and no instructions are indicated, such shares of the common stock will be voted "FOR" each of the proposals in the Proxy Statement and in accordance with the**

recommendations of the Board as to any other matter which may properly come before the shareholders' meeting.

A shareholder who has given a proxy may revoke it at any time prior to its exercise at the shareholders meeting by either (i) giving written notice of the revocation to the Chief Executive Officer of the Company, (ii) properly submitting to the Chief Executive Officer of the Company a duly executed proxy bearing a later date, or (iii) appearing in person at the shareholders' meeting and voting in person. All written notices of revocation or other communications with respect to revocation of proxies should be addressed as follows: Georgia Banking Company, Inc., 6340 Sugarloaf Parkway, Suite 105, Duluth, Georgia 30097, Attention: Jeff Kraus.

Proxies are being solicited by, and on behalf of the Board. Directors, officers, and employees of the Company may solicit proxies personally or by telephone or email. None of these people will receive any special compensation for solicitation activities.

Voting of Shares

The holders of shares of the Company's common stock are entitled to one vote per share on all matters presented at the meeting for action by shareholders.

For the election of directors, those nominees receiving the greatest number of votes of the Company's outstanding common stock present in person or represented by proxy and entitled to vote at the meeting will be deemed elected.

This Proxy Statement and the accompanying Form of Proxy were first mailed to the shareholders on or about July 2, 2025.

PROPOSAL 1: ELECTION OF DIRECTORS

Shareholders will elect at the Annual Meeting fifteen nominees as directors to serve until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. The directors shall be elected by plurality vote at the annual meeting.

Set forth below is certain information about the nominees. Duly elected directors will serve until the next annual meeting of shareholders, or until their respective successors are duly elected and qualified.

Nominees

Art Anton was with Swagelok Company from 1998 to 2019. He served in various roles over the years with the last four serving as Chairman and CEO of the company. Prior to joining Swagelok, Mr. Anton was a Partner at Ernst & Young. Mr. Anton earned his B.S. degree in Economics and Accounting from City University of New York and his M.B.A. degree from Case Western Reserve University. He currently serves on the boards of The Sherwin-Williams Company, Olympic Steel, Inc., Rock & Roll Hall of Fame, Diebold Nixdorf, Inc., SunCoke Energy, Inc., SmithFoods, Inc., Union Home Mortgage.

H. Ross Arnold, III is President of Quest Capital Corp. an investment management company and Chairman of Norcom, Inc. a manufacturer and distributor of office and school paper products.

Sarah R. Borders is a retired partner at King & Spalding and was part of the Financial Restructuring Practice Group with a focus on financial institutions. She currently serves as Executive Vice President and General Counsel for Novare Group, a Sunbelt focused multi-family real estate development company. Ms. Borders has extensive experience representing both creditors and debtors in some of the nation's largest workouts, restructurings and bankruptcy cases as well as sophisticated real estate financing transactions. Ms. Borders is a fellow in the American College of Bankruptcy, has been recognized as one of Georgia's "Legal Elite" for several years and Chambers USA selected her as a leading lawyer in her practice area. Ms. Borders served on the BrandBank board prior to its merger with Renasant Corporation in 2018. Ms. Borders graduated from Louisiana State University and the University of Virginia School of Law.

Michael W. Clarke serves as Independent Senior Portfolio Advisor/Consultant to FJ Capital Management. Prior to joining FJ Capital, Mr. Clarke gained over 35 years of experience in banking. He was founder and CEO of Access National Bank ("Access") in Reston, Virginia and served as CEO and a director of the merger between Access and Atlantic Union Bankshares in January 2019. Previously, he was EVP and Chief Credit Officer of United Bank in Charleston, West Virginia and served as Chief Credit Officer of Patriot National Bank in Vienna, VA from its inception in 1990 until the company was sold in 1997 to United Bankshares and remained in that same capacity through 1998. He currently serves on the board of the Business Finance Group, Inc., an SBA certified development company, is a member of the Board of Directors for Linkbancorp in Camp Hill, PA and is a Principal of Graystone Investment Fund, a multi-family real estate investment fund. He is an expert in Credit Risk Management, Strategic Planning, Mortgage, and Wealth Services. Mr. Clarke received his B.S. in Finance from Virginia Tech.

James F. Deutsch joined Patriot Financial Partners in 2012 and has over 40 years of experience in banking. Prior to joining Patriot, Mr. Deutsch served as the President and CEO of Team Capital Bank, a private institution headquartered in Bethlehem, Pennsylvania. He was also one of the founding members of Team Capital. Prior to Team Capital, Mr. Deutsch spent 25 years managing various lending groups including community bank lending, regional lending and national lending programs at Commerce Bancorp, Inc., Brown Brothers Harriman and Summit Bancorp. Mr. Deutsch has served on the boards of many civic and professional organizations during his career including serving as the Chair of The State Theatre, Valley Youth House, The Bethlehem YMCA and the Hugh Moore Historical Parks and Museums. He currently serves on the board of the Minsi Trails Boy Scout Council. Mr. Deutsch received his B.S. degree in Finance and his M.B.A. from Lehigh University.

David Fisher is Founder and Managing Partner of Coalesce Advisors, a relationship oriented strategic advisory practice, focused on supporting leaders and organizations through the realities and anxieties of change, inevitable in times of

significant or transformational growth. He also serves as the Interim CEO of the Jewish Federation of Greater Atlanta. Mr. Fisher most recently served as the Executive Managing Director, Senior Advisor of Cresset Capital Management, LLC and previously served on Cresset's Executive Leadership team. Prior to joining Cresset, Mr. Fisher served as President of Berman Capital Advisors. Prior to that he served in several C-suite roles in family/closely held businesses in packaging, chemicals, fulfillment, and summer camping. From 2012-2016, Mr. Fisher was the President and CEO of the Birthright Israel Foundation. He has been an active venture and private equity investor for the past 30 years. Mr. Fisher participated in Leadership Cincinnati Class XXII and was recognized as a Cincinnati '40 Under 40' by the Cincinnati Business Courier. Mr. Fisher has also served many local and national organizations as a leader, board member, contributor, and is a member of YPO International. Mr. Fisher earned his B.A. from Indiana University.

J. Littleton Glover, Jr. is President and CEO of Batson-Cook Development Company and Vice President and General Counsel of Batson-Cook Company. He is also an attorney and, while not actively practicing law, acts as a senior advisor to the firm of Glover & Davis, P.A. Mr. Glover has been involved as a director for financial institutions for over 35 years. He served on the board at Newnan Savings Bank, First Citizens Corporation, BB&T, and BrandBank.

Ryan Glover has more than 20 years of experience delivering products focused on the African American community. Mr. Glover is a seasoned Entertainment Industry veteran, and started Bounce TV in 2011. Bounce was the first African American Nationwide Broadcast Network. Mr. Glover also founded Noontime Records, a label responsible for more than a dozen Billboard No. 1 hits and is a co-founder of Greenwood, a mobile banking platform inspired by the early 1900's Greenwood District.

James R. Lientz, Jr. is a partner with Safe Harbor Consulting. Jim has more than 35 years of experience in the banking industry and nearly eight in government service. He served as president of C&S Bank of South Carolina from 1990 to 1992, president of Nationsbank of Georgia from 1993 to 1996 and president, Mid-South Division, of Bank of America from 1996 to 2001. His public sector work was as chief operating officer of the State of Georgia from 2003 to 2010. Mr. Lientz earned a BS degree the Georgia Institute of Technology and an MBA from Georgia State University.

R. Elliott Miller is a seasoned executive with over 50 years' experience in financial services, transportation, specialty finance, corporate finance, private equity, organizer of the Georgia Banking Company, Inc. and served as President and Chief Executive Officer from its inception until February 2021. Prior to Georgia Banking Company, Inc., Mr. Miller served as Chief Executive Officer of First Bank of Georgia. In 1987, Mr. Miller co-founded The Merchant Bank of Atlanta, which operated in four Metropolitan Atlanta counties. He also previously was a partner with Equity-South Advisors, LLC and served various executive positions at Prudential Capital Group, RTC Transportation, Inc. and a number of trade and education-related boards. Mr. Miller graduated from the Georgia Institute of Technology in 1971 with a Bachelor of

Science in Industrial Management and from the Executive Program of Darden School of Business, University of Virginia in 1981. Mr. Miller currently serves on the FinTech Committee of the Advanced Technology Development Center / Community Bankers' Association of Georgia.

Bartow Morgan, Jr. is the former CEO and director of BrandBank, serving from 2001 to 2018, and of Brand Group Holdings Inc. from 2003 to 2018. He is actively involved in community service, currently serving on the board of trustees for both Georgia Gwinnett College and Hampden-Sydney College. His past leadership roles include chairman of the Gwinnett Chamber of Commerce (2010-2011), board member of the Georgia Ports Authority, and treasurer for the Young President's Organization. Mr. Morgan holds a B.A. in Economics from Hampden-Sydney College where he graduated in 1994.

Sunny K. Park is currently the Chief Executive of Global Sun Investments and Duke Davidson, LLC, both real investments firm. He previously served as CEO of General Building Maintenance based in Atlanta, Georgia. Prior to that, he was President of Global Sun Investments, a real investments firm, and Chief Operating Officer of Ellis Services & Solutions Enterprises, LLC. Mr. Park is deeply involved in numerous civic organizations, including as Founder of the Good Neighboring Foundation, Founder of the America Korea Friendship Society, former director of One Georgia Bank and Global Commerce Bank as well as former Commissioner for the White House Commission on Asian Americans. Mr. Park has also received many awards including Small Businessman of the Year from the Atlanta Chamber of Commerce in 1998, Atlanta Business Hall of Fame Laureate in 2002, the President's Service Medal for Volunteer Services, and the People's Merit Award by the Republic of Korea in 1991. Further, Mr. Park is a recipient of the USO Patriot Award and was named one of the Most Influential Atlantans in 2005, 2006, and 2007. Mr. Park served on the BrandBank board prior to its merger with Renasant Corporation in 2018.

H. Boyd Pettit, III has been associated since 1983 with the GeorgiaLink Public Affair Group, LLC, Atlanta, Georgia, where he serves as a government affairs lobbyist. In addition to practicing law, Mr. Pettit was elected to the Georgia Assembly as a State Representative in 1983 where he served for five consecutive terms. Mr. Pettit was also chairman of First Community Bank and Trust in Cartersville, Georgia from its founding in 1988 until it was sold in 1996. Mr. Pettit served as the designated chairman of Georgia Primary Bank prior to its merger with Georgia Banking Company in 2025. Mr. Pettit received a Bachelor of Science degree from West Georgia College and a Doctor of Juris Prudence degree from Woodrow Wilson College of Law.

Mark Scheinfeld is a licensed attorney and is in private practice. Mr. Scheinfeld is also a real estate investor, builder, and developer. He is the president and owner of both SCC Construction, Inc. which he founded in 1976, and SCC Atlanta Inc., which he founded in 1984. Mr. Scheinfeld is a partner and Chief Executive Officer in the DSO Right Smile Center, LLC and serves on the Georgia Board of Dentistry. Mr. Scheinfeld also serves on the Georgia Commission on the Holocaust. Mr. Scheinfeld served on the Georgia Primary Bank board prior to its merger with

Georgia Banking Company in 2025. He received a Bachelor of Arts degree from Emory University and a Masters of Business Administration certificate from Georgia State University and a Juris Doctorate from John Marshall Law School.

R. Lee Tucker, Jr. is one of the founding partners of Mahaffey Pickens Tucker, LLP, a business law firm with operations throughout the State of Georgia and the southeastern United States. He maintains a broad-based legal practice and acts as “general counsel” for many of his clients. Mr. Tucker serves in fiduciary roles with numerous civic organizations in the northern Atlanta metropolitan area. Mr. Tucker served on the BrandBank board prior to its merger with Renasant Corporation in 2018. He received his J.D., cum laude, from the Georgia State University College of Law where he was a member of the Georgia State University Law Review and earned a Bachelor of Arts in History from the University of Georgia.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF THE FIFTEEN NOMINEES NAMED ABOVE.

PROPOSAL 2: APPROVAL OF THE AMENDMENT TO THE GEORGIA BANKING COMPANY, INC. 2021 STOCK INCENTIVE PLAN

The Board has approved an amendment to the Company’s 2021 Stock Incentive Plan (the “Stock Incentive Plan”) to authorize and reserve for issuance in respect of awards under the Stock Incentive Plan an additional 83,000 shares of common stock (from 542,000 shares to 625,000 shares), subject to the approval of the Company’s shareholders at the meeting. The increase is being proposed following the Company’s successful recent capital raise and related increase in shares outstanding to maintain a consistent level of shares available for future issuance under the plan relative to shares outstanding.

The Board adopted the Stock Incentive Plan on April 27, 2021, and the shareholders approved the Stock Incentive Plan on August 12, 2021. The Stock Incentive Plan is intended to promote the interests of the Company and its shareholders by encouraging employees, consultants and non-employee directors of the Company or its affiliates to acquire or increase their equity interests in the Company, thereby giving them added incentive to work toward the continued growth and success of the Company. The Stock Incentive Plan permits the grant to selected employees, consultants and non-employee directors of the Company or its affiliates of awards with respect to the common stock of the Company, including options (including non-qualified stock options and incentive stock options), stock appreciation rights, restricted shares, restricted stock units, dividend equivalents, bonus shares and other stock-based awards.

The amendment to the Stock Incentive Plan adopted by the Board, subject to shareholder approval, effects an increase in the number of shares of common stock available for issuance under the Stock Incentive Plan from 542,000 shares to 625,000 shares (subject to adjustment for stock dividends, stock splits and certain other changes in capitalization, pursuant to the Stock Incentive Plan). The Board adopted this amendment to ensure that there will be a sufficient reserve of shares to permit

further award grants under the Stock Incentive Plan at levels to be determined by the Board to existing employees, consultants, and non-employee directors and to new employees, consultants and non-employee directors, the number of which are anticipated to increase in future years. The Company believes that the Stock Incentive Plan is a valuable compensation component for the Company and can help further the success of the Company by aligning the interests of employees, consultants, and non-employee directors with those of the Company and its shareholders through ownership of the Company's common stock.

As of June 30, 2025, an aggregate of 342,680 shares of common stock under the Stock Incentive Plan were subject to outstanding awards granted under the Stock Incentive Plan, leaving a total of 199,320 shares available for future issuance under the Stock Incentive Plan. Based on 8,421,459 shares of common stock issued and outstanding as of June 30, 2025, the shares subject to existing awards and the additional shares available for issuance under the Stock Incentive Plan, after the amendment, would represent approximately 7.4% of the outstanding shares when fully issued in accordance with the Stock Incentive Plan.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE
APPROVAL OF THE AMENDMENT TO THE STOCK INCENTIVE PLAN.**

PROPOSAL 3: OTHER MATTERS

The Board does not know of any matter to be brought before this meeting of Company shareholders other than those described above. If any other matters properly come before the meeting, the persons designated as proxies will vote on such matters in accordance with their best judgment.