



1776 Peachtree Street NW, Suite 300
Atlanta, Georgia 30309

**Notice of Annual Meeting of Shareholders
To Be Held on July 28, 2026**

Dear Fellow Shareholder:

We cordially invite you to attend the 2026 Annual Meeting of Shareholders of Georgia Banking Company, Inc., the holding company for Georgia Banking Company. 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 July 28, 2026, 10:00 a.m., Eastern Time, at 1776 Peachtree Street NW, Suite 300, Atlanta, Georgia 30309, for the following purposes:

1. To elect nine 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 500,000 shares of common stock; and
3. To transact such other business, if any, as may be properly brought before the 2026 Annual Meeting or any adjournment thereof.

Shareholders owning our common stock at the close of business on June 19, 2026 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,

A handwritten signature in black ink that reads "Bartow Morgan, Jr." with a stylized flourish at the end.

Bartow Morgan, Jr.
Chief Executive Officer

June 25, 2026
Atlanta, Georgia

June 25, 2026



**PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON July 28, 2026**

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, July 28, 2026 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 nine 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 500,000 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 19, 2026 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 10,609,260 shares of common stock of the Company, \$0.01 par value per share, held by 569 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., 1776 Peachtree Street NW, Suite 300, Atlanta, Georgia 30309, Attention: Suzanne Deep.

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 June 25, 2026.

PROPOSAL 1: ELECTION OF DIRECTORS

Shareholders will elect at the Annual Meeting nine 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.

Director Standards and Competencies

Each director is expected to demonstrate sound business judgment, financial literacy, active engagement, and a strategic perspective that appropriately balances growth and risk, along with a strong commitment to independence.

As it has always maintained, the Board reflects depth across key areas, including commercial and banking experience, credit and risk management, treasury and liquidity management, executive leadership and strategy, audit and financial controls, legal and regulatory compliance, and technology and cybersecurity. This enduring commitment to ensuring the greatest depth of expertise aligns with the areas of highest institutional risk remains central to how the Board is structured.

Your Board of Directors

We are pleased that the following nine individuals have agreed to continue to serve on the Board of Directors, subject to their approval by our shareholders at the 2026 Annual Meeting. Each of our proposed directors brings critical expertise and a deep commitment to GBC's mission and long-term success:

Art Anton
Sarah Borders (Chair)
Jim Deutsch
Henchy Enden
Ryan Glover
Craig Heiser
Bartow Morgan
Mark Scheinfeld
Lee Tucker

Exiting Directors

We extend our deepest gratitude to the following directors who will be transitioning off the Board following the Annual Meeting. Their dedicated service and strategic guidance have been instrumental in building GBC into the institution it is today, and their contributions have left a lasting impact on the organization:

Boyd Pettit
David Fisher
Elliot Miller
Jim Lientz
Litt Glover
Mike Clarke
Ross Arnold
Sunny Park

Looking Ahead

The reconstituted Board brings together a diverse and complementary set of skills, experiences, and perspectives essential to navigating the evolving financial services landscape. The Board of Directors remains deeply committed to transparency, disciplined risk management, strong governance, and the long-term creation of value for our shareholders. We thank you for your continued trust and confidence in Georgia Banking Company.

Nominees

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.

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 was CEO of the company from 2002 to 2019. Prior to joining Swagelok, Mr. Anton was a Partner at Ernst & Young, where he led the Midwest financial services practice. 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 Rock & Roll Hall of Fame, Diebold Nixdorf, Inc., SunCoke Energy, Inc., Union Home Mortgage and Great Lakes Cheese.

Sarah R. Borders is a retired partner of King & Spalding where she practiced in the Finance and Restructuring and Real Estate practice groups 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 star individual, its highest rating, 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.

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 board of directors of more than 10 banks over the last 15 years. Mr. Deutsch has also 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 formerly served 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.

Henchy R. Enden is a Managing Director at Fortress Investment Group, a position she has held since January 2024. Prior to joining Fortress, Ms. Enden was a portfolio manager and equity analyst for MFP Investors LLC, an investment management company based in New York, beginning in 2004. Ms. Enden has served as a director of FirstSun Capital Bancorp since April 2026. She previously served as a director of First Foundation Inc. from 2024 until it merged with and into FirstSun. She also previously served as a director of Avidbank Holdings, Inc. from August 2022 to January 2024, Dynasty Financial Partners from November 2021 to January 2024, Atlantic Capital Bancshares Inc. from June 2015 until its March 2022 purchase by SouthState Bank, and First Security, from 2013 until its 2015 purchase by Atlantic Capital. In addition, Ms. Enden previously served as a director of Bridgeview Bancorp, a bank in Chicago, Illinois, from July 2015 until its May 2019 acquisition by First Midwest Bancorp. Ms. Enden also served as a director of West Coast Bancorp, a bank in Lake Oswego, Oregon, from January 2012 until its April 2013 acquisition by Columbia Banking System, Inc. Ms. Enden was graduated from Touro College with a B.S. degree in Finance and Economics and from Columbia Business School with an M.B.A. degree.

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.

Craig Heiser is President of Cardinal Gates, Inc., a manufacturer and distributor of child and pet safety products, which he acquired in 2004. Under his leadership, the company has become a recognized industry brand, earning two industry awards for new product development. He was named the 2024 Georgia VFW Veteran Employer of the Year and served on the Board of the Juvenile Products Manufacturers Association (JPMA). Mr. Heiser is also the owner and operator of Scitex Supply, a distributor of cleanroom supplies serving industrial customers throughout the United States. Prior to acquiring Cardinal Gates, Mr. Heiser spent his early career in banking with SunTrust Bank and Wachovia Bank. He was involved with the organization of Tandem Bank and served on its Board of Directors from 2019 to 2026, including service on board committees and as Chair of the Director Loan Committee. He is a former member of the Entrepreneurs' Organization (EO) Atlanta. Mr. Heiser holds a Bachelor of Arts from the University of the South (Sewanee) and an MBA from Wake Forest University.

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. Following BrandBank's merger with Renasant Bank in September 2018, he served as an executive and board member of Renasant Bank. 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.

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 serves as a director of Interactive College of Technology. 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 NINE NOMINEES NAMED ABOVE.

PROPOSAL 2: APPROVAL OF AMENDMENT NO. 3 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 500,000 shares of common stock (for a total of 1,125,000 shares of common stock being comprised of the original 452,000 shares, the additional 173,000 shares added pursuant to Amendments No. 1 and 2 plus an additional 500,000 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 Board adopted, and the shareholders approved, both of the prior amendments to increase the number of shares of common stock available for awards under the Stock Incentive Plan. 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 625,000 shares to 1,125,000 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 19, 2026, an aggregate of 336,601 shares of common stock have been issued previously pursuant to awards granted under the Stock Incentive Plan, and an aggregate of 255,902 shares of common stock under the Stock Incentive Plan are subject to outstanding awards granted under the Stock Incentive Plan, leaving a total of 33,037 shares available for future issuance under the Stock Incentive Plan. Based on 10,609,260 shares of common stock issued and outstanding as of June 19, 2026, the shares subject to outstanding awards and the remaining shares available for issuance under the Stock Incentive Plan, after the proposed amendment, would represent approximately 7.4% of the outstanding shares of the Company's common stock 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.