

**CRAFT BANCSHARES, INC.**  
1575 Northside Drive Northwest  
Building 100, Suite 200  
Atlanta, Georgia 30318

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT**

To Be Held on October 17, 2023

Dear Shareholder:

The Annual Meeting of Shareholders (the “Annual Meeting”) of Craft Bancshares, Inc., a Georgia corporation (the “Company”), will be held both through a remote communication in a virtual meeting format<sup>1</sup> via the Internet and in person at the Company’s office located at 1575 Northside Drive Northwest, Building 100, Suite 200, Atlanta, Georgia 30318, on October 17, 2023, at 4:00 p.m., Eastern Time, for the following purposes:

1. To consider and elect 11 members of our board of directors to serve for a term of one year, and until their successors are elected and qualified; and
2. To ratify the appointment of Nichols, Cauley & Associates, LLC as our external auditors for the fiscal year 2023.

In addition, the shareholders may transact any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.

You will be able to attend the Annual Meeting in person or online and submit your questions during the meeting by visiting [•]<sup>2</sup>. Your virtual attendance will be counted as attendance in-person.

The board of directors of the Company (the “Board”) has fixed September 6, 2023, as the record date for the determination of shareholders entitled to vote at the Annual Meeting. Only shareholders of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof. A majority of the outstanding shares of common stock represented at the meeting, in person or by proxy, will constitute a quorum. 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. The Company’s Proxy, solicited by the Board, is enclosed herewith. **The Board recommends that you vote for each of the proposals.**

**Your vote is important.** Whether or not you plan to attend the Annual Meeting in person or virtually, you are urged to complete, sign, date and promptly return the enclosed Proxy as promptly as possible in the enclosed postage paid envelope. 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 this proxy statement and in accordance with the recommendations of the Board as to any other matter which may properly come before the shareholders’ meeting. Should you choose to attend the Annual Meeting, you may, if you wish, revoke the Proxy and vote your shares during the Annual Meeting.

By Order of the Board,



Marc Greene  
Chairman of the Board

September [•], 2023

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<sup>1</sup> **Note to Craft:** Please confirm the virtual format will be an option this year.

<sup>2</sup> **Note to Craft:** Insert link to virtual meeting.

### **PROPOSAL 1: ELECTION OF DIRECTORS**

Shareholders will elect at the Annual Meeting 11 nominees as directors to serve until his successor is elected and qualified or until his earlier death, resignation or removal. The directors shall be elected by majority vote at the annual meeting.

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

David K. Alexander

Marc J. Greene

Byron L. Holmes

Michael I. Jacobson

Thomas B. Lamb

John W. Mangham

J. Marshall Martin, III

J. Paul Masters

J. Ross Mynatt

Douglas L. Rieder

William O. Wingate, IV

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF THE 11 NOMINEES NAMED ABOVE.**

### **PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

The Board has appointed Nichols, Cauley & Associates, LLC (“Nichols Cauley”) as the Company’s independent auditors for the fiscal year ending December 31, 2023. Ratification of this appointment requires the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote. Shareholder ratification of the selection of Nichols Cauley as our independent auditors is not required but is being presented to our shareholders as a matter of good corporate practice. Notwithstanding shareholder ratification of the appointment of Nichols Cauley, the Board, in its discretion, may direct the appointment of a new independent registered public accounting firm if the Board believes that such a change would be in the best interests of the Company and its shareholders. If shareholders fail to ratify the appointment of Nichols Cauley, other independent auditors will be considered by the Board. But the appointment of Nichols Cauley will nevertheless be permitted to stand unless the Board, on reconsideration, finds other compelling reasons for making a change.

**THE BOARD RECOMMENDS A VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF NICHOLS CAULEY AS THE COMPANY’S INDEPENDENT AUDITORS.**