

**PROXY STATEMENT**  
**Twenty-Sixth Annual Meeting of Shareholders of**  
**JAMESMARK BANCSHARES, INC.**

The number of shares of common stock outstanding and entitled to vote on April 15, 2025, the date of the scheduled Twenty-sixth Annual Meeting, is 1,124,681. Only those shareholders of record at the close of business on March 7, 2025, will be entitled to vote. Cumulative voting is required for the election of Directors. For all other purposes, each share is entitled to one vote.

**Election of JamesMark Bancshares, Inc. Directors for Term as Specified** – Each nominee must receive a majority cumulative vote for approval.

The bylaws of JamesMark Bancshares have been amended by the Board of Directors to provide for a staggered term for its Directors, with each Director serving for a 3 year term. Directors with terms expiring, or their successors, will be nominated at the annual meeting to serve a 3 year term unless a vacancy may occur prior to the expiration of a term. Any vacancy occurring during a term will be filled by the Board of Directors until the next annual meeting, at which time, their nomination for Director will be presented for approval by the JamesMark shareholders.

**Proxies given to management will be voted in favor of the nominees listed below:**

Samuel L. Hayes                      Terry L. McCullough                      (3 year terms expiring in 2028)

**Selecting an Independent Auditor for the Corporation** – a majority vote to approve is required.

**Proxies given to management will be voted in favor** of naming the firm of FORVIS LLP (formerly BKD LLP) as this Corporation's independent auditor for the fiscal year ended December 31, 2025.

**The Setting of the "Agreed Upon Price" as Referred to in Paragraph 6 of the Restrictive Stock Agreement.**

Paragraph 6 of the Restrictive Stock Agreement, signed/accepted by all shareholders and JamesMark Bancshares, Inc., requires that at the annual meeting of shareholders, the shareholders shall agree by majority vote on a percentage to be applied to the book value of each share, to reach the "Agreed Upon Price," to be used in accordance with the terms of the Restrictive Stock Agreement. Pursuant to the Restrictive Stock Agreement, a committee of shareholders (the "Stock Valuation Committee") has been appointed by the board of directors to recommend to the meeting a percentage to the shareholders. The Stock Valuation Committee is recommending a percentage of 150%. This price would commence for determinations made on or after July 1, 2025, using the June 30, 2025, financial statements prepared internally for the third quarter and thereafter, until and through the first quarter commencing January 1, 2026, which said determination will be based upon Bancshares's outside auditor's financial statements for that quarter. *(No change in pricing structure is recommended from the previous "Agreed Upon Pricing")*

**Proxies given to management will be voted in favor of this percentage.**

**Selecting a Proxy to Vote this Corporation's Shares in OMB Bank (formerly Old Missouri Bank)**

This Corporation owns all the issued and outstanding shares of OMB Bank and must therefore select a proxy to vote these shares at the Bank's annual meeting of shareholders. **Proxies given to management will be voted in favor of naming Terry McCullough as this Corporation's proxy** to vote its shares in OMB Bank. Terry McCullough will vote as proxy to name the following individuals as Directors of OMB Bank for a one year term: (A majority vote to approve naming Terry McCullough is required.)

David S. Haffner	Mark A. Harrington	Samuel L. Hayes
Donald P. Johns	Lee R. Keith	David L. McBeath
Terry L. McCullough		

**The Transaction of Such Other and Further Business as May Properly Come Before the Meeting**

**Proxies given to management will be voted in favor of management's positions.**

March 18, 2025

By Order of the Board of Directors  
Jeffrey C. Palmer, Secretary