

**FOUNDERS BANK
5101 WISCONSIN AVENUE, N.W., SUITE 400
WASHINGTON, D.C. 20016
(202) 792-1600**

**NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, MAY 20, 2025**

Notice is hereby given that the Annual Meeting of Shareholders (the “Annual Meeting”) of Founders Bank (sometimes referred to as the “Bank”) will be held at our branch office located at 5225 Wisconsin Avenue, N.W., Suite 101A, Washington, D.C. 20015 on Tuesday, May 20, 2025, at 9:00 a.m., local time.

A Proxy Statement for the Annual Meeting is enclosed. The Annual Meeting is for the purpose of considering and voting upon:

The election of three directors of Founders Bank, each for a three-year term, and the election of one director of Founders Bank, for a one-year term and;

such other matters as may properly come before the Annual Meeting, or any adjournments thereof. The Board of Directors is not aware of any other business to come before the Annual Meeting.

Any action may be taken on the foregoing proposal at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned. We may adjourn the Annual Meeting if at the time of the Annual Meeting we do not have the required votes to approve any of the matters properly before the Annual Meeting. Shareholders of record as of the close of business on March 31, 2025 are entitled to vote at the Annual Meeting, and any adjournments thereof.

EACH SHAREHOLDER IS REQUESTED TO VOTE VIA THE INTERNET AS PER INSTRUCTIONS ON THE PROXY CARD OR SIGN, DATE AND RETURN THE PROXY CARD WITHOUT DELAY. ANY PROXY GIVEN BY THE SHAREHOLDER MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED. A PROXY MAY BE REVOKED BY FILING WITH FOUNDERS BANK’S SECRETARY A WRITTEN REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE. IF A SHAREHOLDER HAS VOTED BY SUBMISSION OF THIS PROXY CARD AND HAS ALSO SUBMITTED AN ELECTRONIC PROXY UTILIZING THE SHAREHOLDER’S CONTROL NUMBER THROUGH INTERNET VOTING, THE LATER-DATED PROXY WILL DETERMINE THE VOTE OF THE SHAREHOLDER. ANY SHAREHOLDER PRESENT AT THE ANNUAL MEETING MAY REVOKE THEIR PROXY AND VOTE PERSONALLY AT THE ANNUAL MEETING. HOWEVER, IF YOU ARE A SHAREHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER IN ORDER TO VOTE PERSONALLY AT THE ANNUAL MEETING.

BY ORDER OF THE BOARD OF DIRECTORS

By: /s/ Lena M. Marcellino
Lena M. Marcellino
Corporate Secretary

Washington, D.C.
April 4, 2025

IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE US THE EXPENSE OF FURTHER REQUESTS FOR PROXIES. YOU MAY VOTE VIA THE INTERNET AS PER INSTRUCTIONS ON THE PROXY CARD, OR REPLY VIA REGULAR MAIL WITH THE POSTAGE PAID ENVELOPE PROVIDED.

PROXY STATEMENT
FOUNDERS BANK
5101 WISCONSIN AVENUE, N.W., SUITE 400
WASHINGTON, D.C. 20016
(202) 792-1600

ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, MAY 20, 2025

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of Founders Bank (sometimes referred to as the “Bank”) to be used at Founders Bank’s Annual Meeting of Shareholders (the “Annual Meeting”), which will be held at our branch office located at 5225 Wisconsin Avenue, N.W., Suite 101A, Washington, DC 20015 on Tuesday, May 20, 2025 at 9:00 a.m., and all adjournments of the Annual Meeting. The accompanying Notice of Annual Meeting of Shareholders and this Proxy Statement will be made available electronically to shareholders on or about April 4, 2025 at <http://annualgeneralmeetings.com/foundersbank2025/>.

REVOCATION OF PROXIES

Individuals who execute proxies in the form solicited hereby retain the right to revoke them in the manner described below. Unless so revoked, the votes represented by such proxies will be voted at the Annual Meeting and all adjournments thereof. Proxies solicited on behalf of Founders Bank’s directors will be voted in accordance with the directions given thereon. **Where no instructions are indicated, validly executed proxies will be voted “FOR” the election of each of the nominees for director.**

Proxies may be revoked by sending written notice of revocation to Founders Bank’s Secretary at Founders Bank’s address shown above, the submission of a later-dated proxy, or by voting in person at the Annual Meeting. The presence at the Annual Meeting of any individual who had returned a proxy electronically or through the mail does not revoke such proxy unless the individual delivers their ballot in person at the Annual Meeting or delivers a written revocation to Founders Bank’s Secretary prior to the voting of such proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Shareholders of record of Founders Bank’s common stock, par value \$0.01 per share, as of the close of business on March 31, 2025 (the “Record Date”) are entitled to one vote for each share then held. As of the Record Date, Founders Bank had 5,388,320 shares of common stock outstanding, each of which is entitled to one vote at the Annual Meeting. The presence in person or by proxy of a majority of the shares of common stock entitled to vote is necessary to constitute a quorum at the Annual Meeting.

As to the election of directors, the proxy card being provided by the Board of Directors enables a shareholder to vote “FOR” the election of the nominees proposed or to “WITHHOLD AUTHORITY” to vote for any of the nominees being proposed. Directors are elected by a plurality of votes cast, without regard to proxies as to which the authority to vote for the nominee being proposed is withheld. “Plurality” means that individuals who receive the largest number of votes cast are elected, up to the maximum number of directors to be elected at the Annual Meeting.

If any other matter is properly presented at the Annual Meeting, in order to be approved, the matter must receive the affirmative vote of the majority of the shares represented at the Annual Meeting and entitled to vote on the matter. We are not aware of any other business to come before the Annual Meeting.

In the event that at the time of the Annual Meeting there are not sufficient shares present for a quorum or to approve any matter being presented, we are entitled to adjourn the Annual Meeting in order to permit the further solicitation of proxies.

Proxies solicited hereby will be returned to us and will be tabulated by an Inspector of Election designated by Founders Bank.

The following table sets forth as of the March 31, 2025, Record Date, the shares of common stock deemed to be beneficially owned by Founders Bank's executive officers and directors individually and by executive officers and directors as a group.

Name and Address of Beneficial Owners	Amount of Shares Owned and Nature of Beneficial Ownership ⁽¹⁾⁽²⁾⁽³⁾	Percentage of Shares of Common Stock Outstanding ⁽⁴⁾
<u>Directors and Executive Officers: ⁽⁵⁾</u>		
Vincent C. Burke, III	23,281	*%
Patrick Dorton	53,110	*
Karen C. Grau	28,000	*
Jonathan D. Higgins	94,148	1.7%
Pinkie D. Mayfield	18,480	*
Martin S. McCarthy	92,424	1.7%
Gerard M. McLoughlin, Jr.	81,886	1.5%
Obiora ("Bo") Menkiti	34,880	*
David Pollin	49,220	*
Kelly Shooshan O'Shea	39,300	*
Charles F. Tate	11,000	*
Kevin C. Virostek	-	*
All Directors and Executive Officers as a Group (12 persons)	<u>525,729</u>	<u>9.7%</u>

* Less than 1.0%.

⁽¹⁾ Includes 1,400 warrants for each of Messrs. Burke, Dorton, McCarthy, Menkiti, Pollin, Ryan and Ms. Shooshan O'Shea. Includes 1,000 warrants each for Messrs. Tate, Higgins and McLoughlin.

⁽²⁾ Includes 4,500 options for Mr. Burke, 3,770 options for Mr. Pollin, 3,480 options for each of Messrs. Menkiti and Ms. Mayfield, 2,900 options for each of Mr. Dorton and Ms. Shooshan O'Shea. Includes 61,524 options for McCarthy, 58,624 options each for Messrs. Higgins and McLoughlin, and 18,000 options for Ms. Grau.

⁽³⁾ In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, a person is deemed to be the beneficial owner, for purposes of this table, of any shares of the Bank's common stock if he/she has or shares voting or investment power with respect to such common stock or has a right to acquire beneficial ownership at any time within 60 days from March 31, 2025. As used herein, "voting power" is the power to vote or direct the voting of shares and "investment power" is the power to dispose or direct the disposition of shares.

⁽⁴⁾ Based on 5,388,320 shares outstanding as of March 31, 2025.

⁽⁵⁾ The business address of each director and executive officer is 5101 Wisconsin Avenue, NW, Suite 400, Washington, DC 20016

PROPOSAL I - ELECTION OF DIRECTORS

The Bank's Board of Directors is comprised of nine members. The Bank's bylaws provide, and the terms of the Bank's Board of Directors are classified so, that approximately one-third of the directors are to be elected annually. The Bank's directors are generally elected to serve for a three-year period and until their respective successors shall have been elected and shall qualify. Four directors will be elected at the Annual Meeting. The Board of Directors has nominated Obiora ("Bo") Menkiti, David Pollin, and Charles F. Tate, each to serve as a director for a three-year term, and Kevin Virostek to serve for a one-year term. Each of the nominees is a member of the Board of Directors and each of the nominees has agreed to serve, if elected.

The table below sets forth certain information regarding the composition of the Bank's Board of Directors and nominees, including the terms of office of each director. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to one or more nominees) will be voted at the Annual Meeting for the election of the nominees identified below. If the nominee is unable to serve, the shares represented by all such proxies will be voted for the election of such other substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why the nominees might be unable to serve, if elected.

The Board of Directors recommends a vote "FOR" each of the nominees listed in this Proxy Statement.

Name	Age as of March 31, 2025	Position	Term to expire
Nominees:			
Obiora ("Bo") Menkiti	47	Director	2028
David Pollin	57	Director	2028
Charles F. Tate	71	Director	2028
Kevin C. Virostek	59	Director	2026
Continuing Directors:			
Vincent C. Burke, III	73	Chairman of the Board	2026
Kelly Shooshan O'Shea	47	Director	2026
Patrick Dorton	56	Director	2027
Pinkie D. Mayfield	56	Director	2027
Martin S. McCarthy	46	Chief Executive Officer and Director	2027

The Business Background of Founders Bank's Directors and Executive Officers

The business experience for the past five years of each of Founders Bank's directors and executive officers is set forth below. Unless otherwise indicated, directors and executive officers have held their positions for the past five years.

Nominees

Obiora (“Bo”) Menkiti is the Founder and Chief Executive Officer of The Menkiti Group, a real estate company focused on strengthening neighborhoods through the strategic development, management, and disposition of real estate in urban markets. Mr. Menkiti also serves as CEO and is the Founding Partner of Keller Williams Capital Properties (KWCP), a residential real estate brokerage managed by The Menkiti Group.

David Pollin is the co-founder and president of The Buccini/Pollin Group (BPG), a full-service real estate acquisition, development and management company headquartered in Chevy Chase, MD. Mr. Pollin also serves as chairman of PM Hotel Group, the hotel management affiliate of BPG. Mr. Pollin leads the firms’ hotel acquisition, development, and capital markets efforts.

Charles F. Tate was the President of Tate & Tryon, PC, an accounting, and consulting firm based in Washington, D.C., until its acquisition in 2020 by RSM US, LLP, one of the 10 largest independent public accounting and advisory firms in the nation, where he was a Partner and Office Leader until his retirement in 2023. Mr. Tate previously served as a director of EagleBank and participated in the Audit and ALCO Committees.

Kevin C. Virostek recently retired as the Managing Partner for EY’s Greater Washington Region. With a versatile career spanning audit, consulting, transaction support, and corporate development, Mr. Virostek has worked with Fortune 100 corporations and venture-backed startups alike. In addition to his client-facing roles, Mr. Virostek played pivotal leadership roles in transactions and corporate development. His expertise includes governance, organizational transformation, and capital allocation.

Continuing Directors

Vincent C. Burke, III is a Senior Advisor of Brown Advisory, a leading independent investment management firm. He previously served as Managing Director and counsel of Bank of Georgetown and as Partner at the law firm Furey, Doolan & Abell, LLP in Chevy Chase, MD.

Kelly Shooshan O’Shea is the Chief Executive Officer of Shooshan Company, a real estate investment and development company in Arlington, Virginia. Prior to joining the Shooshan Company in 2003, Ms. Shooshan O’Shea was an Investment Analyst for Medical Office Properties, Inc., focusing on underwriting portfolio acquisitions.

Patrick Dorton is the CEO of Rational 360, a full-service strategic communications and government affairs consultancy in Washington, D.C.

Pinkie D. Mayfield retired as the Chief Communications Officer at Graham Holdings Company, a diversified conglomerate located in Arlington, Virginia. Over her 26-year career at Graham Holdings/The Washington Post Company, Ms. Mayfield held a number of senior leadership roles as a key member of the executive team. Previously, she was with NationsBank (now Bank of America) in the Investment Services Division.

Martin S. McCarthy is Chief Executive Officer of Founders Bank and is responsible for overall implementation and management of bank objectives, policies, culture, and strategic plan. Mr. McCarthy’s experience spans over 20 years in banking and real estate in the Washington area.

Executive Officers Who are Not Also Directors

Jonathan D. Higgins is President and Chief Banking Officer of Founders Bank and oversees efforts to attract new customers and expand market share. He leads retail, business development, marketing, technology, and deposit operations teams at the bank. Mr. Higgins' experience spans over 20 years in community banking, in the greater Washington area, with a focus on commercial deposits, treasury management and commercial lending.

Gerard M. McLoughlin, Jr. is Executive Vice President and Chief Credit Officer of Founders Bank and oversees Founders Bank's credit approval, collateral review, credit policies, and develops strategies for risk management to ensure sound underwriting. Mr. McLoughlin also serves as the Compliance Officer and AML/CFT Officer for the Bank, chairing the Compliance Committee and managing all aspects of compliance and AML/CFT activity, reviews, audits, and exams. Mr. McLoughlin's experience spans over 20 years in community banking, all within the greater DC and Baltimore areas.

Karen C. Grau is Executive Vice President and Chief Financial Officer of Founders Bank and oversees the Bank's accounting, finance, and HR functions. Ms. Grau serves as the Chair of the Asset & Liability Committee ("ALCO") and is the Internal Audit Liaison to the Audit Committee of the Board. She has over forty years of financial services experience in the local community banking industry.

Committees of the Board of Directors

Founders Bank conducts business through meetings of its Board of Directors and its committees. The Board of Directors has established the following standing committees:

- **Audit Committee:** The Audit Committee is responsible for the overall governance and monitoring of financial reporting, regulatory compliance, and the systems of internal controls over all activities of the Bank. The Audit Committee is comprised of directors Pinkie D. Mayfield (Chair), Kelly Shooshan O'Shea, Charles F. Tate, and Kevin C. Virostek, meets at least quarterly, and reports to the Board of Directors. The Audit Committee recommends to the full Board of Directors the hiring of the Bank's external auditors and serves as liaison with the Bank's external auditors, oversees the internal audit and compliance functions, approves the program of work, and reviews the results of such work, and directs review of compliance with policies, procedures, regulations, and sound business practices.
- **Loan Committee:** The Loan Committee reviews loan policies to ensure that they provide proper guidance based on current, national, and local economic conditions, regulatory guidance and pronouncements, and balance sheet composition. The Loan Committee is comprised of directors David Pollin (Chair), Patrick Dorton, Obiora ("Bo") Menkiti, Martin S. McCarthy, and Kevin C. Virostek.
- **Strategic Planning Committee:** The Strategic Planning Committee is responsible for the governance and oversight of the Bank's strategic risk. The Committee oversees the Bank's strategic growth activities, capital enhancement plans, and key new products and services. The Committee is comprised of directors Obiora ("Bo") Menkiti (Chair), Vincent C. Burke, III and Martin S. McCarthy.
- **Compensation Committee:** The Compensation Committee establishes the base salary for the Chief Executive Officer and approves recommendations by the Chief Executive Officer for all executive officers. All major employee benefit plans are approved by the Compensation Committee. The Compensation Committee establishes management incentive programs. This committee is comprised of directors Charles F. Tate (Chair), Vincent C. Burke, III and David Pollin.

**ADVANCE NOTICE OF BUSINESS TO BE CONDUCTED AT THE ANNUAL
MEETING**

The Bank's Bylaws generally provides that any shareholder desiring to make a proposal for new business at an annual meeting of shareholders must submit written notice filed with the Secretary of the Bank not less than 120 days prior to the anniversary of the date of the Bank's proxy materials for the preceding year's annual meeting of shareholders; provided, however, that if the date of the annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, notice by the shareholder to be timely must be so delivered not later than the close of business on the 10th day following the day on which public announcement of the date of such meeting is first made. The notice must include the shareholder's name, record address, and number of shares owned, briefly describe the proposed business, the reasons for bringing the business before the annual meeting, and any material interest of the shareholder in the proposed business. Nothing in this paragraph shall be deemed to require the Bank to include in the proxy statement and proxy relating to an annual meeting any shareholder proposal.

BY ORDER OF THE BOARD OF DIRECTORS

By: /s/ Lena M. Marcellino
Lena M. Marcellino
Corporate Secretary

Washington, D.C.
April 4, 2025