

**OFB BANCSHARES, INC.
1601 South Orange Avenue
Orlando, Florida 32806**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 21, 2026**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of OFB Bancshares, Inc. (“Company”), will be held at 8:00 a.m., local time, on April 21, 2026, at The Country Club of Orlando, 1601 Country Club Dr, Orlando, FL 32804, for the following purposes:

1. Election of Directors. To elect directors of the Company to serve until the Annual Meeting of Shareholders to be held in 2027.
2. Other Business. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on February 13, 2026, are entitled to notice of, and to vote at, the Annual Meeting. Your attention is directed to the attached Proxy Statement.

The Board of Directors of the Company unanimously recommends that shareholders vote FOR the election of directors. You may mail your proxy statement or vote online or over the phone through the Company’s transfer agent, Computershare. Instructions are provided on the enclosed proxy card. Please return your proxy card or vote your shares online or via telephone on or before 5:00 PM Eastern Time on April 20, 2026.

By Order of the Board of Directors



Randy O. Burden
Chairman and Chief Executive Officer

Orlando, Florida
February 20, 2026

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE, AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED, OR YOU MAY VOTE ON THE INTERNET OR OVER THE PHONE. IF YOU DO ATTEND THE MEETING, YOU MAY VOTE IN PERSON IF YOU WISH, EVEN IF YOU HAVE PREVIOUSLY RETURNED YOUR PROXY. PLEASE RETURN YOUR PROXY OR VOTE BY INTERNET OR PHONE BY 5:00 PM EASTERN TIME ON APRIL 20, 2026.

OFB BANCSHARES, INC.

**PROXY STATEMENT FOR
ANNUAL MEETING OF SHAREHOLDERS**

TO BE HELD APRIL 21, 2026

This Proxy Statement is being furnished to the shareholders of OFB Bancshares, Inc., a Florida corporation (“Company”), in connection with the solicitation of proxies by the Board of Directors of the Company from holders of the outstanding shares of the \$4.00 par value common stock of the Company (“Company Common Stock”) for use at the Annual Meeting of Shareholders of the Company to be held at 8:00 AM Eastern Time on April 21, 2026, and any adjournment or postponement thereof (“Annual Meeting”). At the Annual Meeting, Company shareholders will consider and vote upon the election of Company directors.

THE BOARD OF DIRECTORS OF THE COMPANY UNANIMOUSLY RECOMMENDS THAT ALL SHAREHOLDERS VOTE THEIR SHARES IN FAVOR OF APPROVAL OF THE ELECTION OF DIRECTORS.

The Company knows of no business that will be presented for consideration at the Annual Meeting other than the matters described in this Proxy Statement. However, if any matter other than those described in this Proxy Statement, or matters incident thereto, should properly come before the Annual Meeting, the persons named in the enclosed proxy will vote such proxy in accordance with their judgment on such matters.

The principal executive office of the Company is located at 1601 South Orange Avenue, Orlando, Florida 32806. The telephone number of the Company is (407) 693-0593. The Company is the parent of One Florida Bank (“Bank”) and OFB Insurance, Inc.

Record Date and Revocability of Proxies

The Board of Directors of the Company fixed the close of business on February 13, 2026, as the record date for the determination of Company shareholders entitled to notice of and to vote at the Annual Meeting. Accordingly, only owners of record of shares of Company Common Stock at the close of business on that date will be entitled to vote at the Annual Meeting. At the close of business on that date, there were 12,124,140 shares of Company Common Stock issued and outstanding and held by 843 shareholders of record.

The presence, in person or by proxy, of at least a majority of the total number of outstanding shares of Company Common Stock is necessary to constitute a quorum at the Annual Meeting. If a proxy is received in time and not revoked, it will be voted at the Annual Meeting in accordance with any instructions indicated in such proxy. **If no instructions are indicated, such proxy will be voted FOR approval of the election of Company directors, and, in the discretion of the proxy-holders, as to any other matter which may properly come before the Annual Meeting. If necessary and unless contrary instructions are given, the proxy holder may also vote in favor of a proposal to adjourn the Annual Meeting in order to permit further solicitation of proxies to obtain a quorum.**

A shareholder who has given a proxy may revoke it at any time prior to its exercise at the Annual Meeting by either (i) giving written notice of revocation to the Chairman of the Board of the Company, (ii) properly submitting to the Chairman of the Board of the Company a duly executed proxy bearing a later date, or (iii) appearing in person at the Annual Meeting and voting in person. All written notices of revocation or other communications with respect to revocation of a proxy should be delivered to the Company by 5:00 PM on April 20, 2026, and addressed as follows: OFB Bancshares, Inc., 1601 South Orange Avenue, Orlando, Florida, 32806, Attention: Randy O. Burden, Chairman and Chief Executive Officer.

Vote Required for Approval

Assuming the presence of a quorum at the Annual Meeting, a plurality of the votes cast by holders of shares of Company Common Stock is required for approval of the election of directors of the Company. As of the February 13, 2026, record date, the Company's directors owned beneficially with the power to direct voting approximately 15.5% of the outstanding Company Common Stock (excluding shares subject to options). All of the Company's directors have indicated that they intend to vote all of the shares of Company Common Stock beneficially owned by them in favor of approving the election of directors.

PROPOSAL ONE - ELECTION OF DIRECTORS

The Directors of the Company are elected annually, and each director will serve until the next Annual Meeting of Shareholders or until a successor is elected and qualified. All nominees have consented to be named and have indicated their intent to serve if elected.

The Board of Directors recommends a vote FOR the nominees set forth below.

Randy O. Burden – Chairman. Mr. Burden has over 35 years of experience in the financial services industry with a track record of delivering value to stockholders. Over the course of his career, he has organized four Central Florida banks, all with successful returns and safe and sound operations. Mr. Burden has served on the Board of Directors of five banks, as Chairman at two of them, including Old Florida Bancshares, Inc. Mr. Burden is a graduate of Georgia State University in Atlanta, Georgia, and attended Florida State University in Tallahassee, Florida.

John O. Burden – Vice Chairman. Mr. Burden has over 25 years of banking experience with a history of sound capital allocation and risk management strategies while providing excellent returns. He served as director and as President and Chief Executive Officer of Old Florida Bancshares, Inc., where he was instrumental in growing the company to \$1.6 billion. John is a founding partner of Broadcrest Asset Management (“Broadcrest”), a private investment partnership located in Winter Park, Florida, where he currently serves as the Chief Executive Officer. In this role, John drives the strategic vision of Broadcrest, oversees operations and is actively involved in the management and operations of Broadcrest's private portfolio companies, including serving on the board as Chairman of Organics Management Holdings.

A. David Bates. Mr. Bates served as a director of Old Florida Bancshares, Inc., from 2009 to 2015. Since 1996, he has served as President of Batac Corporation and Republic Properties, which engage in commercial real estate investments. He served as a director of Kenroy Home, an international lighting manufacturer, until its successful divestment in 2011. Mr. Bates received a Bachelor of Science in Mechanical Engineering from Lehigh University. He has had a diverse career ranging from orbital experiments to large scale electrostatic precipitator design, manufacturing and construction to electric utility engineering to many facets of commercial real estate ownership and management.

James P. Caruso. Mr. Caruso previously served as a director for three Orlando-based community banks, all of which provided successful returns to stockholders. He most recently served as director of Old Florida Bancshares, Inc. He currently serves as Chairman of Pineloch Management Corporation in Orlando. The business is a multi-generational company that manages commercial real estate, land holdings and other Caruso family investments.

Edward J. Kleiman. Mr. Kleiman served as a director of First National Bank of Central Florida from 1987 until 2001. A 50-year veteran of the real estate industry, Mr. Kleiman is a principal and partner of the CED Companies and Concord Management, Ltd, overseeing more than 80 apartment communities in the state of Florida. He has extensive experience in developing, constructing, managing, marketing and sales of income-producing real estate, particularly for multi-family rental housing, single-family homes and land.

Brian Musso. Mr. Musso served as a director of Old Florida Bancshares, Inc., from 2009 until its sale in 2015. He is currently a managing partner of Promus Holdings, a multi-faceted investment firm located in Chicago, Illinois. Prior to co-founding Promus Holdings in 2006, Mr. Musso was president of Accelerated Athletics, a sports performance enhancement company dedicated to training elite high school, college and professional athletes.

Sal A. “Joe” Nunziata. Mr. Nunziata served as a director of four community banks in Central Florida, most recently Sunshine Bank which was acquired by CenterState Bank in 2017. He is the CEO of Acrisure Mortgage (fka FBC Mortgage), Managing Member of MAST Group LLC, and Co- Managing Member of Pine Court Holdings, LLC. Mr. Nunziata served as Chief Executive Officer and President of The Sterne Agee Group after its acquisition of FBC in 2012 and returned to FBC in 2015 after the company re-acquired itself from Sterne Agee. Prior to co-founding FBC, Joe was Senior Vice President at First Horizon Home Loans, an NYSE-listed company, from October 2003 until November 2005. Recently he was appointed by Governor DeSantis to the Greater Orlando Aviation Authority. He is a graduate of the University of South Florida and obtained his Certified Mortgage Banker designation from the Mortgage Bankers Association.

Sam Oswald, CPA. Mr. Oswald served as a director of Old Florida Bancshares, Inc., and chaired the asset liability committee of Old Florida Bank from 2009 until 2015. He is a certified public accountant and partner with Oswald and Scott, P.A., a CPA firm located in Orlando. He has provided auditing, tax and management advisory services to a large number of clients in various industries including the commercial insurance sector. Sam also serves as a Senior Vice President and Chief Financial Officer for the Florida Citrus, Business and Industries Fund, a top 20 Florida domiciled workers’ compensation carrier, and was recently appointed by the Chief Financial Officer for the state of Florida to serve on the Board of the Florida Workers’ Compensation Insurance Guaranty Association. He is a graduate of the University of Florida with a Bachelor of Science in Accounting and the University of Central Florida, where he also earned a Master’s degree in Business Administration.

Kim Davis Wilson. Mrs. Wilson has more than 30 years of experience in banking and financial services. She was the organizer and founding Chairman of OneSouth Bank, the institution that One Florida Bank purchased, capitalized, and now operates. Mrs. Wilson served as CEO and President and on the boards of OneSouth Financial, Inc., and OneSouth Bank where she led the profitable sales of the Georgia and Florida subsidiaries of OneSouth Financial, Inc. She has a track record of success in regulatory navigation, strategic capital campaigns, and operational leadership. Mrs. Wilson has been a board member of One Florida Bank since 2019. She is a graduate of Florida State University, holding a Master’s degree in Business Administration with a concentration in Finance and a Bachelor of Arts in English Literature.

G. Geoffrey Longstaff. Mr. Longstaff has a financial services background that extends over 40 years. He has served as the President of four banks and founded and served as Chairman of Mercantile Capital Corporation a nationally recognized SBA lender. He is a graduate of Rollins College and received his Master’s degree in Business Administration from the Crummer Graduate School of Business at Rollins College.

Steven R. Castino. Mr. Castino is the Chief Growth Officer of Rehmann, a financial services and business advisory firm. Rehmann has 21 offices and employs over 1,100 people nationwide. Mr. Castino is extensively involved in both professional and community organizations. He is the immediate past global board of the Association for Corporate Growth (ACG). He provides active leadership to Florida Citrus Sports as a past board Chair and is also a Director of Dr. Phillips Charities, Central Florida’s largest grant making organization. Mr. Castino graduated from Rollins College with a Bachelor of Arts degree in Economics and a Minor in Business Administration. He also holds a Master’s degree in Business Administration, with a concentration in Finance and Management, from Rollins College’s Crummer School of Business.

Douglas P. Hooker. Mr. Hooker has served as director on three community banks over the last several decades. He is recognized throughout the southeast as a leader in commercial real estate development and construction with more than \$400 million in real estate development. He is currently a partner in over 1,800 acres of single-family residential subdivision development throughout Central Florida.

Frederick G. Pullum. Mr. Pullum is the President of the Company and the Bank. Mr. Pullum is a fourth generation Central Florida native with a 20-year track record in the commercial banking industry in Central Florida. He most recently served as the Market President of Central Florida at a \$30 billion regional bank, overseeing a \$1.5 billion franchise that was among the most efficient in the bank. Mr. Pullum is a graduate of Florida State University in Tallahassee, Florida, where he also earned a Master’s degree in Business Administration.