

**OFB Bancshares, Inc.**  
**Disclosure Statement**  
**Rule 15c2-11(b)(5) and Rule 144(c)(2)**  
**Under the Securities Exchange Act of 1934**

**1. The exact name of the issuer and its predecessor (if any):**

The exact name of the issuer is OFB Bancshares, Inc.

**2. The address of the issuer's principal executive office and place of business:**

1601 South Orange Avenue  
Orlando, Florida 32806  
Telephone: (407) 693-0522  
Website: [www.onefloridabank.com/investors](http://www.onefloridabank.com/investors)

**3. The state of incorporation:**

The issuer is incorporated in Florida.

**4. The title and class of the securities:**

The issuer's securities are common stock.

**5. The par or stated value of the securities:**

The par value of the issuer's common stock is \$4.00 per share.

**6. The number of shares or total amount of the securities outstanding as of the end of the issuer's most recent fiscal year:**

There were 12,124,140 shares of common stock outstanding at December 31, 2025, and 12,129,040 shares of common stock outstanding at March 31, 2026.

**7. The name and address of the stock transfer agent:**

Written Requests

Computershare Trust Company, N.A.  
Computershare Inc.  
144 Fernwood Avenue  
Edison, N.J. 08837

Overnight Delivery

Computershare  
150 Royall Street, Suite 101  
Canton, MA 02021

Telephone Inquiries: 866-595-6048 (U.S.)  
+1-781-575-2798 (Outside the U.S.)

E-Mail Inquiries: [web.queries@computershare.com](mailto:web.queries@computershare.com)

**8. The description of the issuer's business:**

The issuer is a bank holding company and the parent company of the following wholly owned subsidiaries: One Florida Bank, a full-service banking institution, and OFB Insurance, Inc., an insurance agency incorporated in Florida.

**9. The nature of products or services offered:**

As a financial institution, the issuer's subsidiary, One Florida Bank, provides a wide range of loan and deposit products and services. OFB Insurance, Inc., is an insurance agency that specializes in commercial property insurance.

**10. The description and extent of the issuer's facilities:**

The issuer's principal executive office is located at 1601 South Orange Avenue, Orlando, Florida 32806. Its mailing address is 33 W. Pineloch Ave, Suite A, Orlando, Florida, 32806.

The issuer's subsidiary, One Florida Bank, has banking offices at

- 1601 South Orange Avenue, Orlando, Florida 32806
- 21 E. Third Street, Apopka, Florida 32703
- 1385 Main Street, Chipley, Florida 32428
- 1145 W. State Road 434, Longwood, Florida 32750
- 531 West Morse Boulevard, Suite 100, Winter Park, Florida 32789
- 77 Geneva Drive, Oviedo, Florida 32765

The issuer's subsidiary, OFB Insurance, Inc., has its office at 1110 Douglas Ave Suite 1018, Altamonte Springs, Florida 32714.

**11. The names of the issuer's directors and executive officers:**

Directors

- Randy O. Burden, Chairman
- John O. Burden, Vice Chairman
  
- A. David Bates
- James P. Caruso
- Steven R. Castino
- Douglas P. Hooker
- Edward J. Kleiman
- G. Geoffrey Longstaff
- Brian B. Musso
- Sal A. "Joe" Nunziata
- Samuel D. Oswald
- Frederick G. Pullum
- Kim Davis Wilson

Executive Officers

- Randy O. Burden, Chief Executive Officer
- Frederick G. Pullum, President
- Eric S. Nadeau, Chief Financial Officer and Chief Operating Officer

**12. The issuer's most recent balance sheet and profit and loss and retained earnings statements:**

See the unaudited financial statements as of March 31, 2026, at the end of this document.

**13. Similar financial information for the preceding two fiscal years:**

See the financial statements as of December 31, 2025 and 2024, at the end of this document.

**14. Whether the broker or dealer of any associated person is affiliated, directly or indirectly with the issuer:**

n/a

**15. Whether the quotation is being published or submitted on behalf of any other broker or dealer, and, if so, the name of such broker or dealer:**

n/a

**16. Whether the quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding shares of any equity security of the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person:**

n/a



**ITEM 12**

**CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Unaudited)**  
**As of and for the quarter and year to date periods ended March 31, 2026**  
*Dollars in thousands*

<b>Consolidated Balance Sheet</b>	<b>March 31, 2026</b>
Cash and amounts due from financial institutions	\$ 343,008
Securities	73,874
Loans, net of allowance and net fees	1,669,832
Other assets	32,634
Total assets	<u>\$ 2,119,348</u>
Noninterest-bearing deposits	\$ 358,626
Interest-bearing deposits	1,503,169
Total deposits	1,861,795
FHLB advances and other borrowings	65,000
Other liabilities	15,026
Total liabilities	1,941,821
Common stock	48,516
Additional paid-in capital	71,587
Retained earnings	65,115
Unrealized loss on securities, net of taxes	-7,691
Total shareholders' equity	177,527
Total liabilities and equity	<u>\$ 2,119,348</u>

<b>Consolidated Statements of Operations</b>	<b>Quarter Ended March 31, 2026</b>
Interest income	\$ 28,271
Interest expense	10,849
Net interest income	17,422
Provision for loan losses	424
Noninterest income	649
Noninterest expense	9,433
Income before income taxes	8,214
Income tax expense	2,080
Net income	<u>\$ 6,134</u>

<b>Consolidated Statements of Changes in Shareholders' Equity</b>	<b>Quarter Ended March 31, 2026</b>
Equity at the beginning of the period	\$ 171,422
Net income during the period	6,134
Issuance of common stock	58
Stock-based compensation	204
Other comprehensive income (loss)	-291
Equity at the end of the period	<u>\$ 177,527</u>



**ITEM 13**

**CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Unaudited)**

**As of and for the years ended December 31, 2025 and 2024**

*Dollars in thousands*

	2025	2024
<b>Consolidated Balance Sheets</b>		
Cash and amounts due from financial institutions	\$ 333,242	\$ 238,227
Securities	76,066	79,891
Loans, net of allowance and net fees	1,607,750	1,486,917
Other assets	31,396	27,545
Total assets	\$ 2,048,454	\$ 1,832,580
Deposits:		
Noninterest-bearing	\$ 344,120	\$ 349,718
Interest-bearing	1,455,422	1,284,914
Total deposits	1,799,542	1,634,632
FHLB advances and other borrowings	65,000	45,000
Other liabilities	12,490	7,809
Total liabilities	1,877,032	1,687,441
Common stock	48,497	48,437
Additional paid-in capital	71,344	70,811
Retained earnings	58,982	36,190
Unrealized loss on securities, net of taxes	(7,401)	(10,299)
Total shareholders' equity	171,422	145,139
Total liabilities and equity	\$ 2,048,454	\$ 1,832,580
<b>Consolidated Statements of Operations</b>		
Interest income	\$ 110,119	\$ 99,929
Interest expense	46,106	48,105
Net interest income	64,013	51,824
Provision for loan losses	962	2,188
Noninterest income	2,588	2,228
Noninterest expense	35,263	32,294
Income before income taxes	30,376	19,570
Income tax expense	7,584	5,170
Net income	\$ 22,792	\$ 14,400
<b>Consolidated Statements of Changes in Shareholders' Equity</b>		
Equity at the beginning of the period	\$ 145,139	\$ 124,798
Net income during the period	22,792	14,400
Issuance of common stock	183	5,228
Stock-based compensation	410	206
Other comprehensive income (loss)	2,898	508
Equity at the end of the period	\$ 171,422	\$ 145,139