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

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 12,109,340 shares of common stock outstanding at December 31, 2024, and 12,114,140 shares of common stock outstanding at September 30, 2025.

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

<u>Written Requests</u>

Computershare Trust Company, N.A.

Overnight Delivery

Computershare

Computershare Inc. 150 Royall Street, Suite 101

144 Fernwood Avenue Canton, MA 02021

Edison, N.J. 08837

Telephone Inquiries: 866-595-6048 (U.S.)

+1-781-575-2798 (Outside the U.S)

<u>E-Mail Inquiries</u>: 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 September 30, 2025, at the end of this document.

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

See the financial statements as of December 31, 2024 and 2023, 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 September 30, 2025

Dollars in thousands

Consolidated Balance Sheet	Septe	mber 30, 2025
Cash and amounts due from financial institutions	\$	336,932
Securities		77,103
Loans, net of allowance and net fees		1,549,788
Other assets		31,390
Total assets	\$	1,995,213
Noninterest-bearing deposits	\$	392,253
Interest-bearing deposits	•	1,361,125
Total deposits	·	1,753,378
FHLB advances and other borrowings		65,000
Other liabilities		12,408
Total liabilities		1,830,786
Common stock		48,457
Additional paid-in capital		71,155
Retained earnings		52,817
Unrealized loss on securities, net of taxes		-8,003
Total shareholders' equity		164,426
Total liabilities and equity	\$	1,995,212

	Quarter Ended <u>September 30, 2025</u>		Year To Date September 30, 2025	
Consolidated Statements of Operations				
Interest income	\$	28,585	\$	81,810
Interest expense		12,141		34,548
Net interest income		16,444		47,262
Provision for loan losses		- 29		603
Noninterest income		583		1,709
Noninterest expense		8,857		26,249
Income before income taxes		8,199		22,119
Income tax expense		2,076		5,491
Net income	\$	6,123	\$	16,628

Consolidated Statements of Changes in Shareholders' Equity	Quarter Ended <u>September 30, 2025</u>		Year To Date September 30, 2025		
Equity at the beginning of the period	\$	157,473	\$	145,139	
Net income during the period		6,123		16,628	
Issuance of common stock		0		56	
Stock-based compensation		102		307	
Other comprehensive income (loss)		728		2,297	
Equity at the end of the period	\$	164,426	\$	164,426	



ITEM 13

CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Unaudited) As of and for the years ended December 31, 2024 and 2023

Dollars in thousands

	December 31, 2024	December 31, 2023
Consolidated Balance Sheets		
Cash and amounts due from financial institutions	\$ 238,2	
Securities	79,8	
Loans, net of allowance and net fees	1,486,9	
Other assets	28,1	
Total assets	\$ 1,833,1	<u>46</u> \$ 1,578,227
Noninterest-bearing deposits	\$ 349,7	18 \$ 340,953
Interest-bearing deposits	1,284,9	1,060,277
Total deposits	1,634,6	32 1,401,230
FHLB advances and other borrowings	45,0	00 44,801
Other liabilities	8,3	76 7,398
Total liabilities	1,688,0	07 1,453,429
Common stock	48,4	37 46,621
Additional paid-in capital	70,8	11 67,194
Retained earnings	36,1	90 21,790
Unrealized loss on securities, net of taxes	-10,2	99 -10,807
Total shareholders' equity	145,1	39 124,798
Total liabilities and equity	\$ 1,833,1	46 \$ 1,578,227
Consolidated Statements of Operations	December 31, 2023	December 31, 2023
Interest income	\$ 100,0	62 \$ 79,847
Interest expense	48,1	<u>33,673</u>
Net interest income	51,9	57 46,174
Provision for loan losses	2,1	88 1,214
Noninterest income	2,0	96 1,653
Noninterest expense	32,2	<u>96</u> <u>30,474</u>
Income before income taxes	19,5	69 16,139
Income tax expense	5,1	70 4,073
Net income	\$ 14,3	99 \$ 12,066
Consolidated Statements of Changes in	December 31,	December 31,
Shareholders' Equity	2023	
Equity at the beginning of the period	\$ 124,7	
Net income during the period	14,3	
Issuance of common stock	5,2	
Stock-based compensation		06 302
Other comprehensive income (loss)		08 162
Equity at the end of the period	<u>\$ 145,1</u>	<u>\$ 124,798</u>