

**PROXY STATEMENT  
FOR  
ANNUAL MEETING OF SHAREHOLDERS  
OF  
FIRST MCMINNVILLE CORPORATION  
TO BE HELD APRIL 21, 2026**

---

This proxy statement and the accompanying proxy card are being furnished to shareholders of First McMinnville Corporation, a Tennessee corporation (the “Company”), in connection with the solicitation of proxies by the Company’s board of directors for use at the 2026 annual meeting of Company shareholders (the “Annual Meeting”), and any adjournments or postponements thereof, which is being held for the purposes described in this proxy statement and set forth in the accompanying Notice of Annual Meeting of Shareholders. In this proxy statement, the terms “Company,” “we,” “our,” and “us” refer to First McMinnville Corporation, and the term “Bank” refers to the Company’s wholly owned bank subsidiary, First National Bank of Middle Tennessee, a national banking association. The terms “Board” and “Board of Directors” refer to the Company’s board of directors.

This proxy statement is dated March 27, 2026. Notice of the Annual Meeting and proxy cards are first being mailed or otherwise made available to the shareholders of the Company on or about March 30, 2026. This proxy statement and the Company’s 2025 annual report are being made available to Company shareholders online beginning on or about March 30, 2026, on the Bank’s website ([www.fnbmt.com](http://www.fnbmt.com)). Please see the section of this proxy statement titled “Electronic Delivery” for more detailed information about accessing all online materials.

**ABOUT THE COMPANY**

First McMinnville Corporation is a corporation chartered under the laws of the State of Tennessee on January 20, 1984. The Company is the holding company for and the sole shareholder of First National Bank of Middle Tennessee. The Company is registered as a bank holding company under the Bank Holding Company Act of 1956, as amended (the “BHC Act”). As a bank holding company, the Company is subject to the supervision of and to regulation and examination by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) and subject to the reporting and other requirements of the BHC Act and the regulations promulgated thereunder by the Federal Reserve. Additionally, as a corporation chartered under Tennessee law, we are also subject generally to the provisions of the Tennessee Business Corporation Act. The Company’s principal office is located at 200 East Main Street, McMinnville, Tennessee 37110. As of December 31, 2025, the Company, on a consolidated basis, had total assets of approximately \$933.6 million, total liabilities of approximately \$852.2 million (inclusive of deposits of approximately \$822.9 million), and stockholders’ equity of approximately \$81.4 million.

The primary business of the Company is the ownership, management, and oversight of First National Bank of Middle Tennessee, the Company’s wholly owned bank subsidiary. The Bank is a national banking association chartered in 1874. The Bank is regulated, supervised, and examined by the Office of the Comptroller of the Currency. The Bank’s main office is located at 200 East Main Street, McMinnville, Tennessee 37110, and the Bank operates 10 additional full-service branch offices, one loan production office, one mortgage office, and a title insurance company across Bedford, Cannon, Davidson, Rutherford, Warren, and Williamson counties, Tennessee. The Bank offers a full range of traditional banking products and services to businesses and individuals throughout Middle Tennessee and beyond. We encourage you to learn more about the Bank and the products and services it offers by visiting the Bank’s website at [www.fnbmt.com](http://www.fnbmt.com).

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

This section of the proxy statement contains a summary of certain general information about the Annual Meeting. The following should be read in conjunction with all other sections of this proxy statement. You are encouraged to contact us if you have any questions concerning the Annual Meeting, including questions about how to vote your stock at the Annual Meeting.

## **Date, Time, and Location of the Annual Meeting**

The Annual Meeting will be held on Tuesday, April 21, 2026, at 1:00 p.m. Central Time. The Annual Meeting will take place at the Bank's main office, in the Robert W. Jones Educational Classroom, located at 200 East Main Street, McMinnville, Tennessee 37110.

## **Business to be Conducted at the Annual Meeting**

The Annual Meeting is being held for Company shareholders to:

- Proposal 1: Vote to elect two Class I directors to serve on the Board for terms to expire at the 2027 annual meeting of Company shareholders, and thereafter until their successors are duly elected and qualified, and to vote to elect four Class III directors to serve on the Board for terms to expire at the 2029 annual meeting of Company shareholders, and thereafter until their successors are duly elected and qualified; and
- Proposal 2: Vote on the approval of an amendment to the charter of the Company (the "Charter Amendment") that provides for Company directors to be divided into three classes (Class I, Class II, and Class III), with the number of directors in each class to be as equal as possible and with directors to serve staggered three-year terms.

Shareholders will also be asked to conduct such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof. As of the date of this proxy statement, we do not know of any business that will be presented for consideration at the Annual Meeting other than the matters described in this proxy statement. Further, our charter and bylaws generally do not permit the proposal of any substantive business from the floor at an annual meeting of shareholders, and any such proposals can be expected to be ruled out of order. If, however, any business other than that described in this proxy statement properly comes before the Annual Meeting or any adjournment or postponement thereof, the holders of proxies will vote on such matters in their discretion.

## **Board Recommendations**

The Board of Directors recommends that holders of the Company's ordinary common stock vote (i) "FOR" the election of each of the Class I director nominees and each of the Class III director nominees named in this proxy statement and (ii) "FOR" approval of the Charter Amendment.

## **Record Date and Voting Information**

As of the record date for the Annual Meeting (discussed below), the Company had outstanding shares of both ordinary common stock and Class SD common stock. Shares of ordinary common stock have unlimited voting rights. Shares of Class SD common stock have very limited voting rights (generally, shares of Class SD common stock have the right to vote only on a proposed change of control or as expressly required by Tennessee law). Only holders of ordinary common stock are entitled to vote for the election of Company directors. Similarly, only holders of ordinary common stock are entitled to vote on the Charter Amendment.

The Board of Directors set the record date for determining Company shareholders entitled to notice of and to vote at the Annual Meeting as the close of business on March 17, 2026. As of this record date, the Company had 987,927 shares of ordinary common stock issued and outstanding held by approximately 413 shareholders of record. All Company shareholders of record as of the record date for the Annual Meeting are entitled to notice of the Annual Meeting, but only holders of record of ordinary common stock as of the record date for the Annual Meeting are entitled to vote at the Annual Meeting. All Company shareholders are invited to attend the Annual Meeting. Each holder of record of ordinary common stock as of the record date for the Annual Meeting will be entitled to one vote on each matter voted on by the Company's shareholders at the Annual Meeting for each share of ordinary common stock held by that holder as of the record date.

## Quorum Requirement and Required Vote

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the outstanding shares of ordinary common stock of the Company entitled to vote at the Annual Meeting is necessary to constitute a quorum for the transaction of business at the Annual Meeting.

Assuming the presence of a quorum at the Annual Meeting:

- Class I and Class III directors will be elected by a plurality of the votes cast by those shares entitled to vote for the election of directors at the Annual Meeting, which means that the director nominees receiving the greatest number of votes will be elected to fill the Board seats to be filled by vote of the Company's shareholders at the Annual Meeting; and
- the Charter Amendment will be approved by our shareholders if the votes cast "FOR" approval of the Charter Amendment exceed the votes cast "AGAINST" approval of the Charter Amendment.

We intend to announce preliminary voting results at the Annual Meeting. Shareholders will be able to obtain final voting results beginning April 28, 2026, by calling Anne Vance, our Corporate Secretary, at (931) 473-4402.

## How Shareholders Can Vote

Company shareholders entitled to vote at the Annual Meeting may vote their shares of ordinary common stock in any of the following ways:

- *Submit a Proxy Card by Mail.* Shareholders may vote their shares by proxy card returned by mail. If you choose to have your shares voted at the Annual Meeting by submitting a proxy card by mail, please mark, date, and sign your proxy card and return it in the postage-paid envelope provided.
- *Submit a Proxy Card by Email.* Shareholders may vote their shares by proxy card returned by email. If you choose to have your shares voted at the Annual Meeting by submitting a proxy card by email, please mark, date, and sign your proxy card and return it to **proxy@fnbmt.com**.
- *Vote via the Internet.* Shareholders may vote their shares via the Internet. If you choose to vote your shares via the Internet, please visit **<https://fnbmt.holderaccess.com/pxlogin>** and enter the Control Number located on your proxy card, or scan the QR Code located on your proxy card, to access the online voting portal, and then follow the instructions provided on the voting portal.
- *Instruct your Broker or Other Nominee How to Vote.* If you hold your shares through a broker or other nominee (that is, the shares are held in "street name"), you will need to obtain a voting instruction form from the broker or other nominee holding your shares and follow the instructions included on that form regarding how to instruct the broker or other nominee to vote your shares. Generally, if you do not give instructions to your broker or other nominee, your broker or other nominee will be able to vote your shares with respect to "discretionary" items but not with respect to "non-discretionary" items. Discretionary items are certain proposals considered routine on which a broker may vote shares held in street name in the absence of your voting instructions. With respect to non-discretionary items, if you fail to properly instruct your broker or other nominee how to vote your shares, your broker or other nominee will not be able to vote on those items. Both Proposal 1 (Election of Directors) and Proposal 2 (Charter Amendment) are considered non-discretionary items meaning that, unless you properly instruct your broker or other nominee how to vote your shares held in street name, those shares will not be voted on Proposal 1 (Election of Directors) or Proposal 2 (Charter Amendment).
- *Vote in Person.* Shareholders may vote their shares by attending and voting in person at the Annual Meeting.

If you choose to have your shares of ordinary common stock voted by proxy at the Annual Meeting, your shares will be voted at the Annual Meeting as you indicate on your proxy card or in accordance with the voting instructions you

provide via the Internet, as applicable. If you return a signed proxy card on which no voting instructions are indicated, your shares of ordinary common stock will be voted “FOR” the election of all Class I and Class III director nominees named in this proxy statement and “FOR” approval of the Charter Amendment. If any other business properly comes before the Annual Meeting or any adjournment or postponement thereof, the holders of proxies will vote on the same in their discretion.

*We encourage you to complete and return a proxy card (by mail or email), vote via the Internet, and/or instruct your broker or other nominee how to vote shares held in street name, even if you plan to attend the Annual Meeting.*

### **Revocation of Proxies**

If you are a holder of record of shares of ordinary common stock, you can revoke a previously submitted proxy in any of the following ways:

- You may send a written notice that you are revoking the proxy to First McMinnville Corporation, 200 East Main Street, McMinnville, Tennessee 37110, Attention: Corporate Secretary, provided that, to be effective, the notice must be received not later than 4:00 p.m., Central Time, on April 20, 2026.
- You may submit another properly completed proxy card bearing a later date, provided that, to be effective to revoke a prior proxy, such proxy card must be received not later than 4:00 p.m., Central Time, on April 20, 2026.
- You may re-submit your vote via the Internet at any time prior to 11:59 p.m. Central Time on April 20, 2026.
- You may attend the Annual Meeting and notify the election officials that you wish to revoke your proxy and vote in person (however, your attendance at the Annual Meeting alone will not revoke a prior proxy).

If your shares of ordinary common stock are held by a broker or other nominee, you should follow the instructions provided by your broker or other nominee if you want to revoke or change voting instructions previously provided to the broker or other nominee.

### **Adjournment of the Annual Meeting**

Although we expect the presence of a quorum at the Annual Meeting, in the absence of a quorum at the Annual Meeting, the Annual Meeting may be adjourned by the meeting chairperson or by the holders of a majority of the shares of ordinary common stock present, in person or by proxy, at the Annual Meeting.

### **Expense of Proxy Solicitation**

The Company will bear all of the costs of proxy solicitation, including the costs associated with preparing, assembling, and making available to Company shareholders this proxy statement, the form of proxy card, and any additional solicitation materials furnished to Company shareholders. Copies of solicitation materials will be furnished to brokers and other nominees holding in their names shares of the Company’s stock beneficially owned by others to forward to the beneficial owners. We may reimburse those persons representing beneficial owners of the Company’s stock for their costs incurred to forward solicitation materials to the beneficial owners. Our original solicitation of proxies by mail may be supplemented by solicitations by our directors, officers, or employees of proxies in person, by telephone (including text message), or by email. No additional compensation will be paid to these individuals for any such solicitation services. Presently, we have not engaged a third-party proxy solicitation firm, but we reserve the right to do so in the discretion of the Board of Directors.

### **Electronic Delivery**

The Company and the Bank continually seek efficiencies in order to save costs and to enhance profitability. In this vein, we are again this year delivering this proxy statement and the Company’s 2025 annual report to our shareholders electronically. These materials will be available to Company shareholders via the Bank’s website beginning on or

about March 30, 2026. In order to access, view, and (if desired) print these materials, shareholders should visit the Bank's website at [www.fnbmt.com](http://www.fnbmt.com), click on "About Us," and then click on "Investor Information." We believe that this method of making this proxy statement and other materials available to Company shareholders is both prudent and cost-effective. Any Company shareholder that would like hard copies of any of these materials can request them by writing to the Company at First McMinnville Corporation, 200 East Main Street, McMinnville, Tennessee 37110, Attention: Corporate Secretary, or by calling us at (931) 473-4402 and asking to speak with Anne Vance. Additionally, copies of these materials will be available to Company shareholders at the Bank's main office at 200 East Main Street, McMinnville, Tennessee 37110.

**We ask all shareholders who have not previously done so to consider consenting to the electronic delivery of all future shareholder meeting materials, including notices of meeting, proxy statements, forms of proxy, and annual reports, and other shareholder communications (the "Materials"). If you consent to electronic delivery, future Materials will be delivered to you by the Company making them available for viewing, downloading, and/or printing on the Bank's website, and the Company or its agent will notify you at the email address you provide of the availability of the Materials. Even if you consent to electronic delivery, you will still be able to obtain from the Company, at no cost, a paper copy of any Materials delivered electronically. Additionally, you will be allowed to revoke your consent to the electronic delivery of Materials at any time. If you would like to consent to the electronic delivery of all future Materials, please complete the "Consent to Electronic Delivery of Documents" on the reverse side of your proxy card or, if you vote via the Internet, follow the instructions provided on the voting portal.**

### **Who to Contact with Questions**

Shareholders who have questions about the Annual Meeting, including the matters to be voted on by shareholders at the Annual Meeting, or how to submit or revoke a proxy should contact us at the following address or telephone number:

First McMinnville Corporation  
Attention: Investor Services (Pieter van Vuuren/Anne Vance)  
200 East Main Street  
McMinnville, Tennessee 37110  
Telephone: (931) 473-4402

## **PROPOSAL 1 ELECTION OF DIRECTORS**

### **Introduction**

Our bylaws provide that our Board of Directors will consist of between five and 25 members, with the Board having the authority to from time-to-time fix or change the number of members of the Board within this range. In accordance with our bylaws and Tennessee law, our Board oversees the management of the business and affairs of the Company. The Board of Directors currently consists of 12 directors. Consistent with the terms of the Company's bylaws, the Board is divided into three "classes" which we refer to as "Class I," "Class II," and "Class III." The Company's bylaws provide for the number of members of each class to be as nearly equal in number as possible.

Under our staggered board structure, the Company's shareholders generally elect one class of directors annually at the annual meeting of Company shareholders. Generally, directors are elected for terms ending at the third annual meeting of Company shareholders following the annual meeting at which they are elected, and may serve thereafter until their successors are duly elected and qualified, subject to their earlier death, resignation, or removal from office. However, the Company's bylaws impose a mandatory retirement age for directors by requiring a director to retire from the Board effective the first day of the month following his or her 75th birthday.

There are currently four directors in Class I, four directors in Class II, and four directors in Class III. The terms of office of the directors in Class III will expire at the Annual Meeting. At the Annual Meeting, holders of the Company's

ordinary common stock will be asked to vote to elect four Class III directors to serve for terms to expire at the 2029 annual meeting of Company shareholders, and thereafter until their successors are duly elected and qualified, or until their earlier death, resignation, or removal from office. Additionally, this year our shareholders will be asked to vote to elect two Class I directors to serve for terms to expire at the 2027 annual meeting of Company shareholders, and thereafter until their successors are duly elected and qualified, or until their earlier death, resignation, or removal from office.

### **Recent Board Additions**

Earlier this year, we added three impressive new directors to the Board. In January 2026, the Board voted to add James Jeffrey Howard, Jack E. Pirtle, and Timothy L. Spry to the Board effective as of the February 2026 regular meeting of the Board. Messrs. Pirtle and Spry have been designated Class I directors and will be up for election at the Annual Meeting for terms to expire at the 2027 annual meeting of Company shareholders. Mr. Howard has been designated a Class III director and will be up for election at the Annual Meeting for a term to expire at the 2029 annual meeting of Company shareholders. We are excited and fortunate to have these gentlemen as new directors. Additional information about Messrs. Howard, Pirtle, and Spry can be found below under “Director Nominees.”

### **Director Nomination Process**

The Board of Directors acts as its own nominating committee; there is at this time no separate nominating committee of the Board or nominating committee charter. The Board has not adopted any formal policies or procedures with regard to the consideration of director nominees recommended by Company shareholders, but the Board will consider such nominees. Presently, there are no material differences in the process followed by the Board to evaluate potential director nominees identified by the Board and potential director nominees recommended by Company shareholders. The Company does not currently compensate any third party to identify or evaluate, or assist in identifying or evaluating, potential director nominees, although the Board may elect to do so in the future.

The Company’s bylaws set forth the process by which Company shareholders may nominate an individual for election to the Board of Directors at a meeting of Company shareholders. Shareholder nominations must be made in accordance with the applicable provisions of the Company’s bylaws. Shareholder nominations for an annual meeting of Company shareholders generally must be received well in advance of the annual meeting. Shareholders with questions about the process for director nominations by shareholder or desiring a copy of the Company’s bylaws can contact our Corporate Secretary, Anne Vance, at (931) 473-4402 or by email at [avance@fnbmt.com](mailto:avance@fnbmt.com).

### **Director Nominees**

The two nominees for election as Class I directors at the Annual Meeting are Jack E. Pirtle and Timothy L. Spry. Each of Mr. Pirtle and Mr. Spry currently serves on the Board as a member of Class I, each having been appointed to serve on the Board as a Class I director effective February 2026. Our standard practice is to place directors appointed to the Board by the Board between annual meetings of shareholders before our shareholders for election at the annual meeting of Company shareholders next following their appointment to the Board. If elected as a Class I director at the Annual Meeting, each of Messrs. Pirtle and Spry will serve for a term to expire at the 2027 annual meeting of Company shareholders (which is when the terms of all other Director Class I directors will expire), and thereafter until his successor is duly elected and qualified. Each of Mr. Pirtle and Mr. Spry has agreed to serve if elected, and management has no reason to believe that either will be unable to serve.

The four nominees for election as Class III directors at the Annual Meeting are James Jeffrey Howard, Robert L. Kirby, M. Shane McFarland, and Gentry B. Underhill, Jr., each of whom currently serves on the Board as a member of Class III. Mr. Howard was appointed to serve on the Board as a Class III director effective February 2026. If elected as a Class III director at the Annual Meeting, each of Messrs. Howard, Kirby, McFarland, and Underhill will serve for a term to expire at the 2029 annual meeting of Company shareholders, and thereafter until his successor is duly elected and qualified. Each of these nominees has agreed to serve if elected, and management has no reason to believe that any nominee will be unable to serve.

Set forth below for each nominee, as of March 27, 2026, is the nominee’s name, his age, how long he has served as a director of the Company, his position(s) with the Company and/or the Bank other than as a director (if any), and his principal occupation.

Class I Nominees

<i>Name (Age)</i>	<i>Director Since</i>	<i>Position(s) and Principal Occupation</i>
Jack E. Pirtle (68)	2026	Mr. Pirtle is the owner of Jack Pirtle Consulting, LLC and a former automotive dealer. <b>Qualifications:</b> Mr. Pirtle brings a strong business background and unique business insight to the Board of Directors
Timothy L. Spry (61)	2026	Mr. Spry is a retired banking executive with an extensive background in banking operations and regulations. <b>Qualifications:</b> Mr. Spry brings extensive knowledge and experience of various aspects of banking to the Board of Directors.

Class III Nominees

<i>Name (Age)</i>	<i>Director Since</i>	<i>Position(s) and Principal Occupation</i>
James Jeffrey Howard (51)	2026	Mr. Howard serves as co-owner of Dabora, Inc., a nationally recognized equine and lifestyle publication. <b>Qualifications:</b> Mr. Howard brings a strong business background and unique business insight to the Board of Directors.
Robert L. Kirby (60)	2017	Mr. Kirby is an owner of Investment Partners, LLC and several other business entities. <b>Qualifications:</b> Mr. Kirby has served on the Board of Directors for 9 years and possesses a deep knowledge and understanding of our operations.
Mitchell Shane McFarland (51)	2012	Mr. McFarland is the owner of Shane McFarland Construction and several other businesses. <b>Qualifications:</b> Mr. McFarland has served on the Board of Directors for 14 years and possesses a deep knowledge and understanding of our operations.
Gentry B. Underhill, Jr. (69)	2012	Mr. Underhill is a Certified Public Accountant with the firm of Totherow Haile & Welch PLLC. <b>Qualifications:</b> Mr. Underhill has served on the Board of Directors for 14 years and possesses a deep knowledge and understanding of our operations.

**Other Class I Directors and Class II Directors**

Set forth below is comparable information for the individuals (other than Messrs. Pirtle and Spry) currently serving as Class I directors and the individuals currently serving as Class II directors. Subject to the mandatory retirement provisions contained in the Company’s bylaws, each of these individuals is expected to continue in office until his present term expires and his successor has been duly elected and qualified. The terms of Class I directors will expire at the 2027 annual meeting of Company shareholders, and the terms of Class II directors will expire at the 2028 annual meeting of Company shareholders.

## Other Class I Directors

<i>Name (Age)</i>	<i>Director Since</i>	<i>Position(s) and Principal Occupation</i>
William S. Rogers (64)	2014	Mr. Rogers is the retired General Manager of Caney Fork Electric Cooperative, Inc. <b>Qualifications:</b> Mr. Rogers has served on the Board of Directors for 12 years and possesses a deep knowledge and understanding of our operations.
Pieter J. van Vuuren (50)	2012	Mr. van Vuuren is President and Chief Executive Officer of the Company and the Bank. <b>Qualifications:</b> Mr. van Vuuren has 16 years of banking and 13 years of financial and accounting experience. He has served on the Board of Directors for 14 years.

## Class II Directors

<i>Name (Age)</i>	<i>Director Since</i>	<i>Position(s) and Principal Occupation</i>
John Gregory Brock (70)	1993	Mr. Brock is the owner of Brock Construction, LLC. <b>Qualifications:</b> Mr. Brock has served on the Board of Directors for 33 years and possesses a deep knowledge and understanding of our operations.
Rufus W. Gonder (71)	1999	Mr. Gonder is a retired Certified Public Accountant who practiced in McMinnville, Tennessee. <b>Qualifications:</b> Mr. Gonder has served on the Board of Directors for 27 years and possesses a deep knowledge and understanding of our operations.
Brian F. Kidd (51)	2023	Mr. Kidd is Senior Vice President, Chief Financial Officer for National Healthcare Corporation, a publicly traded healthcare company headquartered in Murfreesboro, Tennessee. <b>Qualifications:</b> Mr. Kidd has served on the Board of Directors for three years and possesses a deep knowledge and understanding of our operations.
Alan West (56)	2023	Mr. West is involved in several businesses, including commercial real estate, commercial and residential rental property, nursery, and solar energy production businesses. <b>Qualifications:</b> Mr. West has served on the Board of Directors for three years and possesses a deep knowledge and understanding of our operations.

## **Required Vote**

Assuming the presence of a quorum at the Annual Meeting, directors will be elected by a plurality of the votes cast by those shares entitled to vote in the election of directors at the Annual Meeting. Holders of the Company's ordinary common stock entitled to vote in the election of directors at the Annual Meeting will be able to, for each nominee, vote "FOR" the nominee or "WITHHOLD" their vote for the nominee. "WITHHOLD" votes will not be counted as votes cast and will have no effect on the results of the vote. If you submit a signed proxy card but do not specify on the proxy card how you would like for your shares to be voted, your proxies will vote your shares "FOR" the election of all director nominees named in this proxy statement. If any director nominee is unable or unwilling to serve if elected (which we do not anticipate), your proxies may vote instead for a replacement to be recommended by the Board of Directors, unless you specifically instruct otherwise in your proxy.

## **Recommendation of Board of Directors**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH OF THE CLASS I DIRECTOR NOMINEES AND EACH OF THE CLASS III DIRECTOR NOMINEES NAMED IN THIS PROXY STATEMENT.**

## **PROPOSAL 2 CHARTER AMENDMENT**

### **Introduction**

For many years, the Company has operated with a “staggered” Board of Directors with directors being divided into three classes and, generally, one class of directors being elected annually to serve for three-year terms. Although the Company’s bylaws expressly provide for three classes of directors, with directors to serve for three-year staggered terms and one class of directors to be elected each year, the Company’s charter does not provide for the terms of directors to be staggered, which is required under Tennessee law. In order to resolve this, the Board has adopted, and has resolved to submit to the Company’s shareholders for approval, an amendment to the Company’s charter that provides for directors to be divided into three classes (Class I, Class II, and Class III), with the number of directors in each class to be as equal as possible and with directors to be elected for and to serve staggered three-year terms.

### **Description of Charter Amendment**

Under Tennessee law, unless a Tennessee corporation’s charter provides for staggering the terms of directors, all directors of the corporation are to be elected annually by the corporation’s shareholders, at the annual meeting of the corporation’s shareholders, for terms to expire at the next annual meeting of the corporation’s shareholders following their election (and thereafter until their successors are elected and qualified).

Pursuant to Tennessee Code Annotated § 48-18-106, the charter of a Tennessee corporation may provide for staggering the terms of directors by dividing the total number of directors into two or three groups, with each group containing one half (1/2) or one third (1/3) of the total, as near as may be. If the terms of directors are staggered pursuant to Tennessee Code Annotated § 48-18-106, at each annual meeting of shareholders held after the terms of directors are staggered, directors are elected for terms of two years or three years, as the case may be, to succeed those directors whose terms are expiring.

On March 17, 2026, the Board adopted an amendment to the Company’s charter that provides for staggering the terms of Company directors by dividing Company directors into three classes, designated “Class I,” “Class II,” and “Class III,” with the number of directors in each class to be as equal as possible and with directors to serve staggered three-year terms. In adopting the Charter Amendment, the Board concluded that the Charter Amendment is advisable and in the best interests of the Company and its shareholders, primarily because it will align the Company’s organizational documents with the manner in which the Board has been structured and operated for many years.

The Charter Amendment can be found at [Appendix A](#) to this proxy statement, and the foregoing description of the Charter Amendment is qualified in its entirety by reference to the full text of the Charter Amendment, which is incorporated herein by reference.

### **Required Vote**

Assuming the presence of a quorum at the Annual Meeting, the Charter Amendment will be approved by the Company’s shareholders if the number of votes cast “FOR” approval of the Charter Amendment exceeds the number of votes cast “AGAINST” approval of the Charter Amendment. Holders of the Company’s ordinary common stock entitled to vote on the Charter Amendment will be able to vote “FOR” the Charter Amendment, vote “AGAINST” the Charter Amendment, or “ABSTAIN” from voting on the Charter Amendment. “ABSTENTIONS” will not be counted as votes cast and will have no effect on the results of the vote on the Charter Amendment. If you submit a signed proxy card but do not specify on the proxy card how you would like for your shares to be voted, your proxies will vote your shares “FOR” approval of the Charter Amendment.

### **Effectiveness of Charter Amendment**

The Charter Amendment will not be effective until it has been approved by the Company's shareholders and thereafter filed with the Tennessee Secretary of State. If the Charter Amendment is approved by the Company's shareholders, we presently intend to thereafter promptly file it with the Tennessee Secretary of State. However, even if the Charter Amendment is approved by the Company's shareholders, we may in our discretion, without further notice to or action on the part of the Company's shareholders, choose to not file the Charter Amendment with Tennessee Secretary of State, including, for example, if the Board determines that the Charter Amendment is no longer in the best interests of the Company and its shareholders.

### **Recommendation of Board of Directors**

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" APPROVAL OF THE CHARTER AMENDMENT.**

### **OTHER MATTERS**

We are not aware of any matters to be presented for action by the Company's shareholders at the Annual Meeting other than those matters set forth in the Notice of Annual Meeting of Shareholders and described in this proxy statement. However, if any other matters requiring a vote of the Company's shareholders properly come before the Annual Meeting, your proxies will vote on such matters in their discretion.

### **SHAREHOLDER COMMUNICATIONS**

Our doors are always open to our shareholders, as we value our shareholders' thoughts and opinions on how we can better advance our Company, the Bank, and the communities we serve. We also will assist Company shareholders who wish to communicate with other Company shareholders about Company business, as set forth in the Company's charter and bylaws. We truly appreciate the investment and support of all of our shareholders and the confidence our shareholders have in our Company.

### **OTHER INFORMATION**

Company shareholders should rely only on the information contained in this proxy statement. We have not authorized anyone to provide you with information that is different from or in addition to that contained in this proxy statement. This proxy statement is dated March 27, 2026, and no assumption should be made that the information contained in this proxy statement is accurate as of any other date (and the delivery of this proxy statement, including by making it available on the Bank's website, will not create any implication to the contrary).

Although we refer to the Bank's website address in this proxy statement, it is intended as an inactive textual reference only, and the information contained on or accessible through the Bank's website address is not part of this proxy statement, and therefore is not incorporated herein by reference, unless such information is otherwise specifically referenced elsewhere in this proxy statement.

\*\*\*\*\*

APPENDIX A  
CHARTER AMENDMENT

**ARTICLES OF AMENDMENT  
TO  
CHARTER  
OF  
FIRST MCMINNVILLE CORPORATION**

Pursuant to and in accordance with Section 48-20-101 *et seq.* of the Tennessee Business Corporation Act, Tenn. Code Ann. § 48-11-101 *et seq.*, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is First McMinnville Corporation.
2. The corporation's charter, as previously amended, is hereby further amended by adding the following as a new Section 11 to the charter:

11. The terms of directors of the corporation shall be staggered by dividing the board of directors of the corporation into three classes designated Class I, Class II, and Class III, with the number of directors in each class to at all times be as equal as possible. Each director shall be elected to serve for a term to expire at the third annual meeting of the corporation's shareholders following the annual meeting at which such director is elected, and thereafter until the election and qualification of his or her successor or a decrease in the number of directors, provided that the term of each director shall be subject to and end at the director's earlier death, retirement, resignation, or removal from office.

3. The foregoing amendment to the corporation's charter was duly adopted by the board of directors of the corporation on March 17, 2026, and approved by the shareholders of the corporation on [●], 2026.

Dated this [●] day of [●], 2026.

FIRST MCMINNVILLE CORPORATION

By: \_\_\_\_\_  
Pieter van Vuuren  
President and Chief Executive Officer