



PROXY STATEMENT

The Board of Directors of TIB, Inc., a Texas corporation (the “Corporation”), is soliciting your proxy in connection with the 2026 Annual Meeting of Shareholders (the “Annual Meeting”) to be held on April 22, 2026, at 9:15 a.m. Central Time, 11701 Luna Road, Farmers Branch, TX 75234.

SOLICITATION OF PROXIES

All costs associated with the solicitation of proxies by means of this Proxy Statement will be borne by the Corporation. The Corporation may use its directors, officers, and regular employees to solicit proxies from shareholders, either personally or by telephone. Such persons will not be specially compensated for their solicitation efforts but will be reimbursed for any out-of-pocket expenses incurred by them in connection with such solicitation.

VOTING SECURITIES OUTSTANDING; QUORUM

The close of business on **March 31, 2026**, has been fixed as the record date (the “Record Date”) for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting. Each holder of shares of our common stock, \$10.00 par value per share (the “Common Stock”), on the Record Date, will be entitled to one vote for each share registered in such shareholder’s name on such matters as may come before the Annual Meeting. As of the Record Date, there were **1,118,816** shares of Common Stock issued and **1,087,627** outstanding and **352** shareholders of record. The presence in person or by proxy of the holders of a majority of the outstanding shares of Common Stock on the Record Date is necessary to constitute a quorum at the Annual Meeting.

BUSINESS TO BE CONDUCTED AT THE ANNUAL MEETING

Assuming a quorum is present at the Annual Meeting, shareholders will vote on (i) the election of fourteen (14) individuals to the Board of Directors of the Corporation (the “Board” or “Board of Directors”); and (ii) a proposal to amend the Corporation’s Certificate of Formation to provide for the exculpation of executive officers from monetary liability to the fullest extent permitted by applicable law (the “Charter Amendment Proposal”). After a vote has been taken on the proposals at the Annual Meeting, we will discuss and take action on any other matter properly brought before the Annual Meeting. We will conclude the Annual Meeting by entertaining your questions and comments.

REQUIRED VOTE

To be elected to the Board of Directors, each nominee for director must receive the affirmative vote of the holders of at least a majority of the shares of Common Stock that are present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal. Approval of the Charter Amendment Proposal requires the affirmative vote of the holders of a majority of the shares of Common Stock entitled to vote thereon.

VOTING PROCEDURES

To be sure your shares are represented at the Annual Meeting, please vote by using one of the following methods:

Online: In order to simplify the voting process for our shareholders, we have implemented an "Online Proxy Voting" system, pursuant to which you can complete and submit your proxy online by going to <https://www.surveymonkey.com/r/23GFM6C>. Your designated stock contacts will receive an e-mail containing voting instructions and the hyperlink listed above. Online voting will be available 24 hours a day and will close at 11:59 p.m. Central Time on April 21, 2026. If you submit your proxy online and your proxy is not revoked, your shares will be voted by the proxies appointed by you described in this Proxy Statement in accordance with your voting instructions.

In Person at the Annual Meeting: You may vote in person at the Annual Meeting even if you vote online. The ballot you submit at the Annual Meeting will supersede any prior vote.

If you vote by submitting your proxy online, you are appointing Board members Victor R. Pierson and Sheila I. Mathews as your proxies. We encourage you to submit your proxy online even if you plan to attend the Annual Meeting in person. **Please contact Jennifer Becher at 1-800-288-4842 if you have any questions or concerns about the Online Proxy Voting system or voting procedures in general.**

The Board of Directors knows of no additional matters to be considered at the Annual Meeting. If, however, other matters properly come before the Annual Meeting, it is the intention of the named proxies to vote such proxy in accordance with their best judgment in the interests of the Corporation on such matters. The named proxies may also, if it is deemed to be advisable, vote such proxy to adjourn the Annual Meeting from time to time.

REVOCACTION OF PROXY

Shareholders submitting a proxy online may revoke their proxy at any time before it is voted at the Annual Meeting for any reason by submitting written notice to the Corporation of revocation, by submitting a new proxy online by 11:59 p.m. Central Time on April 21, 2026, or by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of your proxy). In each case, the later submitted vote will be recorded, and the earlier vote will be revoked. Any written notice of revocation should be sent to the Corporation at 11701 Luna Road Farmers Branch, TX 75234, Attention: Secretary. To be effective, the written notice of revocation must be received by our Secretary before the taking of the vote at the Annual Meeting.

PROPOSALS FOR SHAREHOLDER ACTION

Proposal One - Election of Directors

The Board of Directors has nominated fifteen (14) individuals to be elected to the Board at the Annual Meeting to hold office until the next annual meeting of shareholders and until their respective successors are duly elected and qualified or until their earlier death, resignation or removal. The nominees for election as directors are as follows:

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|------------------------|----------------------|-------------------------|
| 1. H. Gary Blankenship | 6. Joe Kim King | 11. Gary L. Owens |
| 2. Micah C. Boles | 7. Timothy W. Koch | 12. Michael G. O'Rourke |
| 3. John J. D'Angelo | 8. David A. Linaburg | 13. Victor R. Pierson |
| 4. R. Kevin Drew | 9. Sheila I. Mathews | 14. Rogers Pope, Jr |
| 5. Robert M. Franko | 10. Frank E. Morris | |

Cumulative voting in the election of directors is prohibited. Each of the foregoing nominees has agreed to stand for election to the Board of Directors at the Annual Meeting. We are not aware of any intention of any Board nominee not to stand for election or any circumstances that would cause any Board nominee not to stand for election. However, if unexpected events arise which cause one or more of the Board's nominees to be unable to stand for election, then the Board of Directors may, during the Annual Meeting, nominate another person for director; and determine not to fill the vacancy on the Board created by the nominee's inability to stand for election, or vote at the Annual Meeting to reduce the size of the Board of Directors. If the Board of Directors nominates someone at the Annual Meeting, the person(s) to whom you have given your proxy will be able to use their discretion to vote on your behalf for the candidate of their choice.

Proposal Two – Amendment to the Certificate of Formation

In May 2025, the Texas legislature approved amendments to the Texas Business Organizations Code (the "TBOC") authorizing Texas for-profit corporations to include provisions in their certificates of formation exculpating officers from monetary liability for breaches of the duty of care, subject to certain exceptions, to the same extent as directors. These amendments to the TBOC became effective in September 2025. The Corporation's Certificate of Formation currently contains a limitation of liability provision for directors but does not expressly extend exculpation to executive officers.

In light of this recent development, the Board of Directors has approved, and recommends that the shareholders approve, an amendment to the Corporation's Certificate of Formation to provide for the exculpation of executive officers of the Corporation from personal monetary liability to the Corporation or its shareholders to the fullest extent permitted by applicable law (the "Charter Amendment").

The Board of Directors believes it is in the best interests of the Corporation and its shareholders to amend the Certificate of Formation to provide executive officers with the same protection from personal monetary liability currently afforded to directors, to the fullest extent permitted by applicable Texas law. The primary purpose of this amendment is to attract and retain qualified individuals to serve as executive officers of the Corporation. Executive officers are often required to make important and difficult decisions on behalf of the Corporation and its shareholders and may be exposed to significant expense in defending their actions even when their business judgments are made in good faith. The Board of Directors believes it is essential to take every reasonable action to ensure that the Corporation can continue to attract and retain the best qualified individuals as executive officers and to allow such individuals to exercise their independent business judgment without the burden of personal liability.

The proposed Charter Amendment does not limit or eliminate the liability of any executive officer for: (i) any breach of the officer's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(iii) any transaction from which the officer derived an improper personal benefit; or (iv) any act or omission for which liability is expressly provided by applicable statute.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES LISTED ABOVE UNDER PROPOSAL ONE AND "FOR" THE CHARTER AMENDMENT PROPOSAL UNDER PROPOSAL TWO.

DIRECTORS

The table below sets forth the name, age, position with the Corporation and principal occupation of each person nominated to serve as a director of the Corporation and, for those individuals currently serving on the Board, the date such person was first elected to the Board of Directors. Unless otherwise indicated, the principal occupation of each person named below has been held by such person for at least five years.

<u>NAME</u>	<u>AGE</u>	<u>POSITION WITH THE CORPORATION (Director Since)</u>	<u>PRINCIPAL OCCUPATION</u>
H. Gary Blankenship	85	Chairman (2015 - 2018) Director (2009)	Chairman of the Board & CEO Bank of the West Grapevine, Texas
Micah C. Boles	52	Director (2018)	President & CEO First National Bank of Bosque County Valley Mills, Texas
John J. D'Angelo	66	Director (2020)	President and Chief Executive Officer Investar Bank Baton Rouge, LA
R. Kevin Drew	67	Vice President Director (2006)	Executive Vice President TIB, National Association Farmers Branch, Texas
Robert M. Franko	78	Chairman (2019 - 2021) Director (2006)	Retired Banker Manhattan Beach, CA
Joe Kim King	72	Director (2002)	Chairman of the Board Brady National Bank Brady, Texas
Timothy W. Koch	76	Director (2010)	President Graduate School of Banking, Westminster, CO

<u>NAME</u>	<u>AGE</u>	<u>POSITION WITH THE CORPORATION (Director Since)</u>	<u>PRINCIPAL OCCUPATION</u>
			Retired Professor of Finance (2018) University of South Carolina, Columbia, SC
David A. Linaburg	73	Vice President Director (2014)	Executive Vice President TIB, National Association Farmers Branch, Texas
Sheila I. Mathews	62	Vice Chairperson (2024 - Present) Director (2019)	President & CEO Four Corners Community Bank Farmington, NM
Frank E. Morris	78	Director (Prior Service 1990-1997) (Re-elected 2004)	Chairman of the Board First State Bank Gainesville, Texas (2016)
Michael G. O'Rourke	70	President & CEO Director (2000)	President & CEO TIB, National Association Farmers Branch, Texas
Gary L. Owens	63	Director (2020)	President Wallis Bank Houston, TX
Victor R. Pierson	68	Chairman (2024 - Present) Vice Chairman (2019 – 2025) Director (2023)	Chairman, President & CEO Moody National Bank Galveston, Texas
Rogers Pope, Jr.	59	Chairman (2021-2025) Chairman-Elect (2019 - 2021) Vice Chairman (2018 - 2019) Director (2009)	Vice Chairman & CEO Texas Bank & Trust Co. Longview, Texas

EXECUTIVE OFFICERS

The following table sets forth the names and ages of our current executive officers and all positions they hold with the Corporation and our wholly-owned subsidiary, TIB, National Association (the "Bank"). Unless otherwise indicated, the position of each person named below has been held by such person for at least five years.

<u>NAME</u>	<u>AGE</u>	<u>POSITION WITH THE CORPORATION</u>	<u>POSITION WITH THE BANK</u>
Michael G. O'Rourke	70	President & CEO Director	President & CEO Director
R. Kevin Drew	67	Vice President Director	Executive Vice President Director
David A. Linaburg	73	Vice President Director	Executive Vice President Director
Dawn Velekei	56	Vice President CFO	Executive Vice President
Jennifer Becherer	51	Secretary	Senior Vice President

INDEPENDENT PUBLIC ACCOUNTANTS

During the fiscal year ended December 31, 2025, BKD, LLP provided audit services to the Corporation, consisting of an examination of the financial statements of the Corporation. All services were approved and the independence of the firm was considered by the Board of Directors prior to the time services were provided.

YOUR VOTE IS IMPORTANT

Whether or not you intend to be present at the Annual Meeting, you are urged to promptly submit your proxy online via the proxy voting e-mail sent to your designated stock contact.