



TC FINANCIAL HOLDINGS, INC.

PROXY STATEMENT

FOR THE 2026 ANNUAL MEETING OF SHAREHOLDERS

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The Company provides a copy of the consolidated audited financial statements, which includes Town Center Bank, for the years ending December 31, 2024 and 2025 accessible at <http://www.cstproxy.com/tcfinancialholdings/2026>. If you would like to receive any of the information contained on the website, please telephone Continental Stock Transfer and Trust Company at 1-888-221-0690 or email them at proxy@continentalstock.com.



TC FINANCIAL HOLDINGS, INC.

PROXY STATEMENT

FOR THE ANNUAL MEETING OF SHAREHOLDERS

Introduction & Summary:

TC Financial Holdings, Inc. (the “Company”) is providing the Proxy Statement to you in connection with the solicitation of proxies for the Annual Meeting of Shareholders of the Company (the “Meeting”). The matters to be considered and acted on are listed in the attached Notice.

Annual Meeting of Shareholders

Date & Time:	May 20, 2026 at 2:00 pm Central Standard Time
Place:	Town Center Bank 1938 E. Lincoln Hwy, Suite 201 New Lenox, Illinois 60451
Record Date:	March 25, 2026

Shareholders of the Company should rely only on the information contained in this Proxy Statement. If anyone provides a shareholder with different or inconsistent information, the shareholder should not rely on it. No person is authorized to give any information or to make any representation not contained or incorporated by reference in this Proxy Statement in connection with the solicitation of proxies by the Company. You should not rely on any other information or representation as having been authorized by the Company.

The information appearing in this Proxy Statement, as well as the documents and reports incorporated herein, are accurate only as of the date on the front cover of this Proxy Statement or the other dates given in this Proxy Statement and in the documents and reports incorporated herein. The Company, financial condition of its subsidiary Town Center Bank (the “Bank”), results of operations, and prospects of the Company may have changed since those dates, and, as a result, such information may not be accurate as of any other date. None of the Company or Bank officers, employees, directors, agents or representatives assume any responsibility or duty to amend or supplement this Proxy Statement or as the documents and reports incorporated herein.

This Proxy Statement is dated April 08, 2026.

FORWARD LOOKING STATEMENTS

Statements contained in this Proxy statement that are not purely historical are forward-looking statements, including our expectations, intentions, beliefs, or strategies regarding the future. Any statements in this document about expectations, intentions, beliefs, plans, objectives, assumptions, or future events or performance are not historical facts and are forward-looking statements. These statements may often, but not always, be identified by words such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “projections,” “would,” and “outlook,” and other similar expressions. Examples of forward-looking statements include, but are not limited to, any statements we make regarding “beliefs about loan losses” and “expectations regarding customer preferences.” The foregoing is not an exclusive list of all forward-looking statements we make.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. The Company’s actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. We caution each shareholder therefore against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include: fluctuations in interest rates, inflation, government regulations, conditions in the financial markets, economic conditions nationally and regionally particularly local real estate values, customer disintermediation, insufficient allowances for loan losses, environmental liability associated with lending activities, technological advancements and competitive product and pricing pressures in the geographic and business areas in which we conduct operations, as well as the results of examinations of the Company and the Bank by the Federal Reserve Bank of Chicago (“FRB”), Illinois Department of Financial and Professional Regulation (“Division of Banking”) and by the Federal Deposit Insurance Corporation (“FDIC”) or any other regulatory authority.

Any forward-looking statements speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. We undertake no obligation to update any forward-looking statement, whether a result of new information, future developments, actual results or otherwise, except as may be required by law.

QUESTIONS AND ANSWERS REGARDING THE MEETING

This section provides selected information from this Proxy Statement but may not contain all the information that is important for you to understand the contemplated actions fully. Therefore, the Company urges you to read the entire Proxy Statement.

What are the purposes of the Meeting?

- The purposes of the Meeting are to:
- elect Thomas Dillon and Joseph Pascale as directors for a term of 3-years (Proposal 1); and
 - ratify the appointment of WIPFLI, LLP as the Company's independent registered public accounting firm for the 2026 fiscal year (Proposal 2).

How can I access the proxy materials?

The Notice of Internet Availability of Proxy Materials provides you with instructions regarding how to view proxy materials for the Meeting and execute a proxy.

How many votes do I have?

You will have one (1) vote for every share of common stock of the Company ("Company Shares") that you held as of March 25, 2026, our record date.

How many votes can be cast by all shareholders?

As of March 25, 2026, a total of 2,333,660 Company Shares were issued and outstanding.

How many votes must be present to hold the meeting?

For the business to be conducted at the meeting, a quorum must be present. A quorum requires the presence at the meeting, in person or by proxy, of shareholders holding at least 33⅓% of the Company Shares outstanding as of the record date. Company Shares represented at the Meeting in person or by a properly executed proxy (including shares that abstain or do not vote with respect to one or more of the matters to be acted upon) will be counted for purposes of determining whether a quorum exists. If a quorum does not exist, the Meeting may be adjourned until a quorum is obtained. Accordingly, the Company urges you to vote by proxy even if you plan to attend the Meeting so that the Company will know as soon as possible that enough votes will be present to hold the Meeting.

How do I vote?

You may vote by (1) completing and returning the accompanying proxy card to Karen Morgan, Corporate Secretary, TC Financial Holdings, Inc., 1938 E. Lincoln Hwy, Suite 201, New Lenox, Illinois 60451, (2) visiting <http://www.cstproxy.com/tcfinancialholdings/2026>, or (3) by voting in person at the meeting. The execution of the proxy card or voting online will not affect your right to attend the Meeting and, if you choose, vote in person at the Meeting. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the Meeting so that the Company can conduct the meeting, the Company urges you to complete, sign and return the proxy card or vote online as promptly as possible.

Can I change my vote?

Yes. Send a new proxy card with a later date or send a written notice of revocation to Karen Morgan, Corporate Secretary, TC Financial Holdings, Inc., 1938 E. Lincoln Hwy, Suite 201, New Lenox, Illinois 60451. To be effective, the new proxy card or written revocation must be received by the Corporate Secretary prior to the exercise of the proxy at the meeting. If you attend the Meeting and want to vote in person, you can deliver a written revocation of your proxy to the Corporate Secretary at the Meeting, and you will receive a ballot to vote at the Meeting. However, mere attendance at the shareholders' Meeting will not in itself revoke a proxy. If you have instructed a broker to vote on your shares, you must follow directions received from your broker to change your vote. If you voted online via cstproxyvote.com, you may change your vote at any time prior to the date and time noted in the Notice of Internet Availability of Proxy Materials.

What happens if the Meeting is postponed or adjourned?

Your proxy will still be good and may be voted at the postponed or adjourned Meeting. You will still be able to change or revoke your proxy until it is voted.

What vote is required to approve each item?

The majority of the votes cast by shareholders at a lawful meeting shall be sufficient to pass on a transaction or matter, and in the election of directors a plurality of those votes cast shall be sufficient to select the directors.

As of March 25, 2026, the Company's executive officers and directors owned beneficially 67,650 shares or approximately 2.90% of the outstanding Company's Shares. The Company's directors have indicated that they intend to vote their shares in favor of each proposal in the Proxy Statement.

What does the Board of Directors recommend?

The Company's Board of Directors has approved and recommends that you vote "FOR" the individuals nominated as directors in this Proxy Statement and "FOR" the ratification of the appointment of WIPFLI, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

Are there any other matters to be voted on at the Meeting?

Except as set forth below, the Company knows of no other business that may be brought before the Meeting. If any other matters are properly brought before the Meeting, or any adjournment thereof, Daniel Regan, President & CEO the person named in the proxies, acting under the proxy, will have discretion to vote on those matters and, to the extent there is a recommendation of the Board of Directors on any such matter, intends to vote in accordance with the recommendation of the Board of Directors.

The Company has received nominations from a shareholder with respect to three individuals to serve as directors of the Company. Neither the Board of Directors nor the Company is soliciting proxies for the election of these shareholder-nominated nominees, and as of the date of this Proxy Statement, the Company is not aware of any separate solicitation of proxies by such shareholder.

The Board of Directors recommends that shareholders only vote "FOR" the two director nominees named herein, and vote "WITHHOLD" on any shareholder-nominated nominees at the Annual Meeting.

If my shares are held in "street name" by my broker, will my broker vote my shares for me?

Not unless you act to cause your shares to be voted by your broker. Your broker will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker. For more information, see "THE ANNUAL MEETING – Voting of Proxies."

Who should I call with questions or to obtain additional copies of this Proxy Statement?

You should contact Karen Morgan, Corporate Secretary, TC Financial Holdings, Inc., 1938 E. Lincoln Hwy, Suite 201, New Lenox, Illinois 60451; k.morgan2@towncenterbank.net; or by telephone (815) 806-7018.

Why is this document referred to as a Proxy Statement?

This document is a Proxy Statement because it is being used by the Company to solicit your vote for the nominees for the director positions and the ratification of the Company's appointment of its independent registered public accounting firm.

THE ANNUAL MEETING

Quorum

A quorum requires the presence, in person or by proxy, of shareholders holding at least one-third (33⅓%) of the Company Shares outstanding on the record date. The Company will count the following shares as present at the Meeting for the purpose of determining a quorum:

- Company Shares present in person at the Meeting, whether voting or not.
- Company Shares represented by valid proxies, whether the shareholder has voted upon or abstained on any matter; or
- Company Shares represented by valid proxies from a broker with or without indication of how the shares are to be voted.

Votes Required

With respect to Proposal 1, Election of Directors, a plurality of the votes cast will be sufficient to elect the directors, which means that the nominees that receive the highest number of votes cast “for” their election will be elected as directors, even if the nominees do not receive a majority of the votes cast.

With respect to Proposal 2, Ratification of the Appointment of the Independent Registered Accounting Firm, the affirmative vote of a majority of the votes cast by shareholders entitled to vote and represented at the Meeting, in person or by proxy, will be required to approve the Proposal.

Voting of Proxies

Daniel Regan, President & CEO the named proxy, will vote shares represented by a properly executed proxy card received in time for the Meeting in the manner specified in each proxy. Shares represented by properly executed proxies that do not contain voting instructions will be voted in favor of the nominees for directors named herein and the ratification of the appointment of WIPFLI, LLP as the Company’s independent registered public accounting firm and, if any other business is properly brought before the Meeting, will be voted in accordance with the recommendations of the Board of Directors or, if none, at the named proxy’s discretion.

Revocability of Proxies

If you execute a proxy, you may revoke your proxy at any time until it is voted at the Meeting by (i) delivering a written notice of revocation to the attention of Karen Morgan, Corporate Secretary, TC Financial Holdings, Inc., 1938 E. Lincoln Hwy, Suite 201, New Lenox, Illinois 60451; (ii) submitting another proxy with a later date; or (iii) appearing at the Meeting, revoking the proxy, and voting in person. Attendance at the Meeting will not in and of itself revoke a proxy that you submitted prior to the Meeting. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote. If you voted online via cstproxyvote.com, you may change your vote at any time prior to the date and time noted in the Notice of Internet Availability of Proxy Materials.

Solicitation of Proxies

The Company will solicit proxies by mail. In addition, the directors, officers, and employees of the Company and Bank may solicit proxies from shareholders by telephone, in person, or any other lawful means. The Company will make arrangements with brokerage houses and other custodians and fiduciaries for forwarding proxy solicitation material to beneficial owners of stock held of record by those persons.

PROPOSAL 1 – ELECTION OF DIRECTORS

The Board of Directors currently consists of seven members and is divided into three classes, having three-year terms that expire in successive years. The term of office of directors in Class I expires at the 2026 Annual Meeting. The two nominees described below, Thomas Dillon and Joseph Pascale, each of whom are currently serving as Class I directors, have been nominated to be re-elected as Class I directors for a new term of three years and until their successors are duly elected and qualified. Proxies cannot be voted for more than the number of nominees proposed for re-election.

The majority of the directors on the Company's board are "independent" directors. Independent directors are non-insiders whom the full board has determined do not have other relationships with our company that would prevent them from making objective, independent decisions. Generally, the board oversees our business and monitors the performance of our management and does not involve itself in our day-to-day operations, which are monitored by our executive officers and management. Our directors fulfill their duties and responsibilities by attending regular meetings of the board, which are held monthly and through committee membership.

The Nominating Committee, which is comprised of the full Board of Directors, considers nominees for directors, including those submitted by Company shareholders in accordance with the Company's Bylaws.

It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to one or more nominees) will be voted at the Meeting for the election of the nominees identified herein. If any nominee should become unable to serve, the Board of Directors may designate a substitute nominee. In that case, the person(s) named as proxies intend to vote for the substitute nominee designated by the Board of Directors. At this time, the Board of Directors knows of no reason why the nominees might be unable to serve. Cumulative voting does not apply in the election of directors. The nominees who receive an affirmative vote of at least a plurality of the Company's Shares voted will become a director of the Company immediately following the Meeting.

The Board of Directors recommends a vote "FOR" the nominees, Thomas Dillon and Joseph Pascale, to serve as Class I directors.

The age, business experience, committee membership, the year first elected as a director and other information for each director nominee is set forth below.

Thomas Dillon (71)

Mr. Dillon grew up on the Southside of Chicago. He graduated from the University of Chicago and then obtained his Juris Doctor from Northwestern University and was admitted to the Illinois Bar in 1979. He has spent the last 25 years working as an attorney at McFadden, Dillon & Gattone. In 2013, Mr. Dillon was admitted to practice before the U.S. Supreme Court.

Committee(s): Loan Committee and Audit Committee

Joseph Pascale (68)
Director since 2006

Mr. Pascale has owned Aurelio's Pizza in Frankfort, Illinois since 1980. Mr. Pascale served as a director at Harris Bank Frankfort from 1997 to 2005. He grew up in the area having graduated from Rich Central High School in Olympia Fields. He is very active in the community, having been involved in various community events and initiatives.

Committee(s): Marketing Committee (Chair), Audit Committee,
and Loan Committee

**PROPOSAL 2 –VOTE RATIFYING THE APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee is responsible for appointing the Company’s independent registered public accounting firm, and the Board has selected WIPFLI, LLP to serve as our independent registered public accounting firm for our fiscal year ending December 31, 2026. During 2025, WIPFLI served as the Company’s independent registered public accounting firm and also provided certain other services to the Company.

Although we are not required to have our shareholders ratify the selection of our independent registered public accounting firm, our Board has determined to seek this ratification from shareholders. If our shareholders do not ratify the selection, the Board will reconsider whether to retain WIPFLI, LLP but may retain them, nonetheless. Even if the selection is ratified, the Board, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interest of the Company.

**MANAGEMENT OF THE HOLDING COMPANY;
BENEFICIAL OWNERSHIP OF SECURITIES;**

The following table sets forth certain information with respect to the beneficial ownership of the outstanding Company Shares of the date of this Proxy Statement for which we are aware of (i) by each person who beneficially owns more than five (5) percent of the Company’s Shares, (ii) by each of the directors and executive officers of the Company, and (iii) by all current directors and the executive officers as a group. The directors and executive officers of the Company and Bank, their ages as of the date of this Proxy Statement and their positions with the Company and Bank are also included below.

The percentage of class was calculated based on 2,333,660 Company Shares outstanding as of March 25, 2026. No options have been issued.

Proxy Statement					
2026 Beneficial Owners					
As of 03.25.2026					
Beneficial Owner	Age	Position with the Bank	Title of Class	Total number of shares beneficially owned	Percentage of common stock outstanding
Paul Chemello	63	Chairman/Director	HC Shares	28,800	1.23%
Thomas Dillon	71	Director	HC Shares	-	0.00%
George Faris	48	Director	HC Shares	6,750	0.29%
Joseph Parrillo	77	Director	HC Shares	1,000	0.04%
Joseph Pascale	67	Director	HC Shares	26,850	1.15%
Daniel Regan	61	CEO/President/CLO/Director	HC Shares	4,250	0.18%
Edward Sevik	59	CFO/Director	HC Shares	-	0.00%
				67,650	2.90%
Total Shares Outstanding at 03/25/2026		2,333,660			

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