

Proxy Statement & Notice of Annual Shareholder Meeting

2024



WHITE RIVER BANCSHARES COMPANY

3878 N. Crossover Road, Suite 20 | Fayetteville, Arkansas 72703

LETTER TO SHAREHOLDERS

Dear Shareholder:

As Chairman of the Board of White River Bancshares Company, it is my pleasure to invite you to our 2024 Annual Meeting of Shareholders.

This meeting is a valuable opportunity for us to come together and review the progress we have made over the course of 2023, review our financial performance, and outline our strategic vision for the future. Your participation is important to us as we strive to continue building upon our successes.

The details of the meeting are as follows:

Date: Tuesday, July 16, 2024

Time: 2:00 PM Central Time

Location: <https://www.cstproxy.com/whiteriverbancshares/2024>

We value your support and hope you will attend this virtual event. If you are unable to attend, please consider voting by proxy to ensure your voice is heard.

Thank you for your trust and investment in White River Bancshares Company.

Warm regards,

A handwritten signature in black ink, appearing to read "Greg Lee", written in a cursive style.

Greg W. Lee

Chairman of the Board of Directors

Notice of 2024 Annual Meeting of Shareholders

DATED JUNE 20, 2024

FOR THE 2024 ANNUAL MEETING OF SHAREHOLDERS

To be held on Tuesday, July 16, 2024, at 2:00 p.m. Central Time

Shareholders of White River Bancshares Company (the “Company” or “White River Bancshares”) are hereby given notice that the 2024 Annual Meeting of Shareholders of the Company (the “Meeting”) will be held on Tuesday, July 16, 2024, at 2:00 p.m., Central Time. The Meeting will be held for the following purposes:

- 1.** To elect three (3) named persons in the enclosed proxy statement to serve as directors, each for a three (3)-year term or until their successors are elected and qualified.
- 2.** To transact such business as may properly come before the Meeting and all postponements, continuations, and adjournments thereof.

Only holders of record of the Company's voting common stock as of the close of business on June 7, 2024 are entitled to notice of and to vote at the Meeting and all postponements, continuations, and adjournments thereof. A list of such shareholders is available for inspection by any shareholder at the office of the Company, 3878 North Crossover Road, Suite 20, Fayetteville, Arkansas 72703, during normal business hours through the date of the Meeting, and a copy of the list of shareholders will be available for inspection by shareholders attending the Meeting.

This notice and the enclosed proxy statement are furnished in connection with the solicitation of proxies by the Board of Directors (“the Board”) of the Company to be used at the Meeting. This notice is being first sent to shareholders on June 14, 2024. The expenses of preparing, printing, and sending the proxies and all materials sent by the Company in the solicitation thereof will be borne by the Company. Proxies may be solicited in person, by telephone, by mail, and by electronic mail by authorized representatives of the Company.



Virtual Meeting



The Meeting will be conducted virtually by both webcast and by telephone.

To attend the Meeting by webcast, shareholders must register online at the following website: **<https://www.cstproxy.com/whiteriverbancshares/2024>**. The website may require shareholders to enter certain identifying information. Shareholders may register beginning on Friday, July 12, 2024, at 2:00 p.m. Central Time.

To attend the Meeting by telephone, shareholders must call either of the following telephone numbers and must enter the following passcode:

Within the U.S. and Canada: **1-800-450-7155** (toll-free)

Outside of the U.S. and Canada: **1-857-999-9155** (standard rates apply)

Passcode for telephone access: **6357684#**

If you seek further information about how to attend the Meeting, please call **479-684-3700**.

Your Vote Is Important

Please complete your electronic form of proxy so that your shares may be voted in accordance with your wishes and in order that the presence of a quorum may be assured. The giving of your proxy does not affect your right to revoke it later or to vote your shares in person if you attend the Meeting.

No person has been authorized to give any information or to make any representation in connection with the matters described in this notice other than those contained herein. Any information given or representation made may not be relied upon as having been authorized by White River Bancshares or its executive management.

Except as otherwise expressly indicated herein, all information in this notice is given as of the date of this notice. Neither the delivery of the notice nor any action taken hereunder shall, under any circumstances, create any implication that no change has occurred in the affairs of White River Bancshares since such date.



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General Information

Agenda

The business to be conducted at the Meeting will be:

(a) to elect the three (3) named persons in this proxy statement to serve as directors for a (3)-year term or until their successors are elected and qualified; and

(b) to transact such business as may properly come before the Meeting and all postponements, continuations, and adjournments thereof.

As of the date of this proxy statement, the Board knows of no other business to be presented to the shareholders for action at the Meeting.

Voting securities

The shareholders who hold voting common stock, par value \$0.01 per share ("Voting Common Stock"), of record as of the close of business on June 7, 2024 (the "Record Date") are entitled to vote at the Meeting and all postponements, continuations, and adjournments thereof. As of May 28, 2024, the Company had issued and outstanding One Million, Two Hundred Seventeen Thousand, Eight Hundred Fifty (1,217,850) shares of Voting Common Stock. Shareholders who hold Voting Common Stock will be entitled to one (1) vote, in person or by proxy, for each share of Voting Common Stock owned of record as of the close of business on the Record Date.

General Information (continued)

Revocability of proxies

Shareholders who execute proxies retain the right to revoke them at any time.

Shareholders may execute proxies in writing in the form approved by the Board or electronically through an internet website designated by the Board. Certain time limitations and other restrictions may apply to proxies executed through such internet website. Unless so revoked, the shares represented by proxies will be voted at the Meeting and all postponements, continuations, and adjournments thereof. Proxies may be revoked by sending written notice to the Secretary of the Company or by the filing of a subsequent proxy prior to a vote being taken on a particular proposal at the Meeting. Proxies solicited by the Board will be voted in accordance with the directions given therein.

When no instructions are indicated, proxies will be voted:

(a) FOR the election of the three (3) named persons in this proxy statement to serve as directors each for a three (3)-year term or until their successors are elected and qualified; and

(b) in the judgment of the person voting the proxies as to any other business as may properly come before the Meeting and all postponements, continuations, or adjournments thereof.



General Information (continued)

Who can attend the Meeting?

All shareholders as of the Record Date, or their duly appointed proxies, may attend the annual Meeting.

Who can vote in the Meeting?

Only those shareholders of record at the close of business on the Record Date who hold Voting Common Stock will be entitled to vote at the Meeting and all postponements, continuations, and adjournments thereof.

Voting without participating in the Meeting

To vote your shares without participating in the Meeting, please follow the instructions for Internet voting in this proxy statement, on the proxy card, or on the instructions provided with your proxy materials. If you request printed copies of the proxy materials by mail, you may also vote by signing and submitting your proxy card and returning it by mail, if you are the shareholder of record, or by signing the vote instruction form provided by your bank or broker and returning it by mail, if you are the beneficial owner but not the shareholder of record. This way your shares will be represented whether or not you are able to participate in the Meeting.

Virtual Meeting FAQ

We have designed our virtual format to enhance shareholder participation, communication, and access.

How can I submit a question for the Meeting?

Shareholders may submit questions in writing during the Meeting through the chat box that will appear on the website.

In case of technical difficulty

If we experience technical difficulties during the Meeting (such as a temporary or prolonged power outage), we will determine whether the Meeting can be promptly reconvened (if the technical difficulty is temporary) or whether the Meeting will need to be reconvened on a later day (if the technical difficulty is more prolonged). In any such situation, we will promptly notify shareholders of the decision via the Meeting website.

For assistance with technical difficulties at the Meeting

Shareholders may submit questions in writing during the Meeting through the chat box that will appear on the website.

We recommend that you log in at least 15 minutes before the Meeting to ensure you are logged in when the meeting starts.



Election of Directors

THREE (3)-YEAR TERMS

Mike Hill, Director

David “Smac” McConnell, Director

Brent Williams, Director

As the primary order of business at the Meeting, you have an opportunity to vote on the members of our Board. This is the right starting point not only because the Board oversees the Company and its subsidiaries, but also because understanding the Board leads to a better understanding of the Company and its business model.

Election of Directors (continued)

Pursuant to the Company's Amended and Restated Article of Incorporation (the "Articles"), the shareholders who hold the Voting Common Stock as of the Record Date, voting as a single voting group, have the right to elect or appoint directors. Shareholders are not entitled to cumulative voting with respect to the election of directors. Pursuant to the Articles, the number of directors shall be not less than three (3) and not more than eighteen (18) as determined by the Board. Further, pursuant to the Articles, the Board is to be divided into three (3) groups or classes with each group or class containing one-third (1/3) of the total or as near thereto as may be. The Board has fixed the number of directors at ten (10), three (3) of whom are to be elected by the shareholders holding Voting Common Stock at the Meeting. The nominees receiving the largest plurality of the votes rightfully cast at the Meeting shall be elected to the Board.

The directors to be elected by the shareholders who hold Voting Common Stock at the Meeting will each serve for three (3) years or until their success or are duly elected and qualified or until their earlier resignation or death. It is expected that the named persons will serve, if elected, but if for any unforeseen reason any of the named persons should decline or be unable to serve, the proxies will be voted to fill any such vacancy in accordance with the judgment of the person voting such proxies.

Votes will be tabulated by the Secretary or the designee(s) of the Board.



Meet the Board

The following sets forth the name, the position with the Company, and a summary of experience for each director. In addition to the information presented below regarding each director's specific experience, qualifications, attributes, and skills, the Board believes that each of the directors has a reputation for integrity, honesty, and adherence to high ethical standards. They each have demonstrated leadership, business, or professional acumen and an ability to exercise sound judgment, as well as a commitment of service to the Company.



Greg Lee

Greg W. Lee is the Chairman and a Director of the Company. His term as a Director will end in 2026.

Mr. Lee retired in 2007 as the Chief Administrative Officer and International President of Tyson Foods, Inc. He is a 1969 graduate of the University of Arkansas with a BSBA in Marketing. In addition to his service to White River Bancshares, Mr. Lee serves on the following boards: Walton College of Business Dean's Advisory Board, Washington Regional Medical System, and Akeso Biomedical.



Gary Head

Gary R. Head is a Director, Chief Executive Officer, and President of the Company. His term as a Director will end in 2026.

Mr. Head is a 1982 graduate of the University of Arkansas with a BSBA in Finance and Banking. He also graduated from SMU School of Banking in 1987 and received a Masters of Banking from Louisiana State University in 2000. In addition to his service to White River Bancshares, Mr. Head serves on the following boards: Arkansas State Bank Board, NWA Council, Arisa Health, Pagnozzi Charities, Washington Regional Foundation. He also serves as President of the Arkansas Community Bankers Board and Chairman of the Board of the Arkansas State Chamber of Commerce.

Meet the Board (continued)



Todd Simmons

Todd Simmons is Vice Chairman and a Director of the Company. His term as a Director will end in 2026.

Mr. Simmons is the Chief Executive Officer of Simmons Foods. He attended Georgetown University studying Entrepreneurship with a Minor in Theology. In addition to his service to White River Bancshares, Mr. Simmons serves on the following boards: the National Chicken Council, Theatre Squared, Northwest Arkansas Council, and the Alice Walton School of Medicine. He serves as Chairman of the Board of Namida Lab Inc, a biologics cancer testing firm, and General Partner of Natural Capital LLC, a heartland-focused private equity fund.



John Dominick

John A. Dominick is a Director of the Company. His term as a Director will end in 2026.

Dr. Dominick is a Professor Emeritus at the University of Arkansas where he held the J. W. Bellamy Chair of Banking and Finance for the Walton College of Business. He holds a BSBA from Louisiana Tech University in Finance and Economics, a Masters of Science and Commerce and a PhD in Business Administration from the University of Alabama. In addition to his service to White River Bancshares, Dr. Dominick has held the Chair of Banking of the Arkansas Bankers Association, was Chairperson for the Department of Finance, and helped create the Arkansas State Bank Department Commissioned Bank Examiner certification program.



Hope Lundt

Hope Willard Lundt, CFS, is a Director of the Company. Her term as a Director will end in 2025.

Mrs. Lundt serves as Managing Partner of Spence Limited, LP. She is a graduate of Vanderbilt University with a degree in Economics and is a Chartered Financial Analyst. In addition to her service to White River Bancshares, Mrs. Lundt serves on the following boards: Cecil Bancorp as Vice Chairman, Signature Bank of Georgia as Audit and Technology Committee Chair, Gateway Bank, and F.S.B. as Board Compliance Committee Chair.



Meet the Board (continued)



Adam Arroyos

Dr. Adam Arroyos is a Director of the Company. His term as a Director will end in 2025.

Dr. Arroyos is the Founder and CEO of SERVE2PERFORM. He is a graduate of the University of Arkansas, holding a Bachelor of Arts in Foreign Languages–Spanish, a Master of Education, and a Doctor of Philosophy in Public Policy. In addition to his service to White River Bancshares, Dr. Arroyos serves on the following boards: Jones Trust, Junior Achievement USA National Board, and Arkansas State Board of Career Education and Workforce Development.



Matt Trulove

Matthew R. Trulove is a Director of the Company. His term as a Director will end on 2025.

Mr. Trulove is the owner and founder of Trulove Dirtworks, LLC, also known as Trulove Construction, and Chief Financial Officer of Osage Creek Cultivation. He attended North Arkansas College. In addition to his service to White River Bancshares, Mr. Trulove is an owner in Joe Martin Steel, LLC, Advance Diesel of Northwest Arkansas, LLC, and Osage Creek Cultivation, LLC, and is a member of the Arkansas cannabis Industry Association.

Board Nominees

The Board recommends that shareholders who hold Voting Common Stock vote FOR the election of each nominee.



Smac McConnell

David “Smac” McConnell is a Director of the Company. He has been nominated to serve a term of three (3) years.

Mr. McConnell retired in 2020 as President of Upchurch Electrical Supply Company. He attended the University of Arkansas. In addition to his service to White River Bancshares, Mr. McConnell has served on the boards of the Fayetteville Country Club, Fayetteville Parks and Recreation, the Fayetteville Youth Center, Youth Baseball, the Fayetteville Chamber, the Riverlyn POA, and the Goshen Volunteer Fire Board.



Brent Williams

Dr. Brent Williams is a Director of the Company. He has been nominated to serve a term of three (3) years.

Dr. Williams serves as the Dean of the Sam M. Walton College of Business at the University of Arkansas. A native Arkansan, Dr. Williams earned his Ph.D. in Business Administration from the University of Arkansas, specializing in supply chain management. In addition to his service to White River Bancshares, Dr. Williams is engaged with non-profits such as Economics Arkansas and The Joshua Center.



Mike Hill

Michael E. Hill is a Director of the Company. He has been nominated to serve a term of three (3) years.

Mr. Hill retired in 2014 as EVP–Special Projects, formerly Treasurer and CFO of the Company. He is a 1974 graduate of the University of Arkansas and a non-practicing certified public accountant. In addition to his service to White River Bancshares, Mr. Hill is a member of the Oklahoma Society of Certified Public Accountants, the American Institute of Certified Public Accountants, and a director of the Donald W. Reynolds Boys & Girls Club.



Executive Officers

The following sets forth the name, the position with the Company, and a summary of experience for each of the executive officers of the Company and Signature Bank of Arkansas except for those who also serve as directors:

Gary R. Head, Chief Executive Officer

Brant Ward, President and Treasurer

Edward P. Riendeau, Chief Financial Officer and Assistant Treasurer

Daniel J. Lewis, Chief Lending Officer and Secretary

Jeff Maland, Chief Risk Officer and Assistant Secretary

Crandall Streett, Chief Administrative Officer

Tammie Neal, Chief Human Resources Officer

Alexandria Gladden, Chief Operating Officer

Scott Sandlin, Chief Strategy Officer

Executive Officers (continued)



Brant Ward

Mr. Brant Ward is the President and serves as Treasurer of the Company.

Joined the Company: 2005

Areas of Oversight: Market Presidents, Bank Operations

Educational Background:

- Henderson State University – BAA in Business Management
- University of Arkansas – MBA in Business Entrepreneurship and Finance
- Graduate School of Banking at Colorado



Ed Riendeau

Mr. Edward P. Riendeau is Chief Financial Officer and serves as Assistant Treasurer of the Company.

Joined the Company: 2019

Areas of Oversight: Finance, Internal Audit

Educational Background:

- University of North Florida – BBA in Accounting
- University of Florida – Master of Business Administration
- Graduate School of Banking at Colorado



Danny Lewis

Mr. Daniel J. Lewis is the Chief Lending Officer and serves as Secretary of the Company.

Joined the Company: 2004

Areas of Oversight: Credit Administration, Lending, OREO

Educational Background:

- University of Arkansas – BA in Political Science
- University of Arkansas School of Law – Juris Doctorate



Executive Officers (continued)



Jeff Maland

Mr. Jeff Maland is the Chief Risk Officer and serves as Assistant Secretary of the Company.

Joined the Company: 2004

Areas of Oversight: BSA, Compliance, Risk Management, Information Technology, Facilities/Security

Educational Background:

- University of Arkansas – BS in Administrative Management
- Graduate School of Lending at Southern Methodist University
- University of Oklahoma – National Compliance School
- Graduate School of Banking at Colorado



Crandall Streett

Mrs. Crandall Streett is the Chief Administrative Officer of the Company.

Joined the Company: 2007

Areas of Oversight: Loan Operations, Secondary Market Lending, Marketing

Educational Background:

- University of Central Arkansas – BA in Public Relations & Communications
- Graduate School of Banking at Colorado



Tammie Neal

Mrs. Tammie Neal is the Chief Human Resources Officer of the Company.

Joined the Company: 2004

Areas of Oversight: Recruiting, Employee Onboarding, Benefits Management, Board Member and Shareholder Liaison

Educational Background:

- Oklahoma State University – BS in Agricultural Economics
- Society of Human Resource Management – Certified Professional
- HR Certification Institute – Professional in Human Resources

Executive Officers (continued)



Alexandria
Gladden

Mrs. Alexandria Gladden is the Chief Operating Officer of the Company.

Joined the Company: 2004

Areas of Oversight: Retail Operations, Deposit Operations, Treasury Management, Vendor Management

Educational Background:

- University of Arkansas – BS in Finance & Banking



Scott Sandlin

Mr. Scott Sandlin is the Chief Strategy Officer of the Company.

Joined the Company: 2016

Areas of Oversight: Investor Relations, Strategic Planning, Banco Sí Development


Educational Background:

- University of Arkansas – BS in Business Administration
- Harvard Business School – Consumer Financial Services Program



Other Business

As of the date of this proxy statement, the Board does not intend to present at the Meeting any matters other than those described herein and does not presently know of any matters that will be presented by other parties. If any other matter requiring a vote of the shareholders should come before the Meeting, it is the intention of the persons named in the proxy to vote with respect to any such matter in accordance with the recommendation of the Board or, in absence of such a recommendation, in accordance with the best judgment of the proxy holder.





A Family of Brands

When it comes to branding, we prioritize using the version of our logo that features the State of Arkansas along with our Signature 'S'. By providing a unified brand experience, we build trust, confidence, and recognition among customers across all brands and markets.





White River
BANCSHARES CO.

WWW.SIGNATURE.BANK