

**JD BANCSHARES, INC.**  
**P. O. Box 730**  
**1611 Elton Road**  
**Jennings, Louisiana 70546**  
**(337) 824-1422**

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the Annual Meeting of Shareholders of JD Bancshares, Inc. (the “Company”) will be held on Tuesday, May 11, 2021, at 2:00 p.m., Central Time. In light of the public health crisis related to the COVID-19 Pandemic, it is advisable and in the best interests of the Company to hold the meeting in a manner that solely permits remote participation of the Company’s shareholders by using the instructions included at the bottom of this notice. The annual meeting will convene without a physical location with shareholders permitted to participate by means of remote communication for the following purposes:

1. To elect twelve (12) directors;
2. To transact such other business as may properly come before the meeting and any adjournment thereof.

Only those shareholders of record at the close of business on March 22, 2021 will be entitled to notice of and to vote at the annual meeting.

BY ORDER OF THE BOARD OF  
DIRECTORS



Sara A. Roberts Secretary

Jennings, Louisiana  
April 6, 2021

### **YOUR VOTE IS IMPORTANT**

**Your vote is important regardless of the number of shares that you own, and we cordially invite you to attend the meeting by telephone. However, whether or not you intend to participate by telephone, we urge you to execute and return the enclosed proxy at your earliest convenience.** This will ensure the presence of a quorum at the annual meeting and that your shares are voted in accordance with your wishes. Sending in your proxy will not prevent you from attending the meeting by telephone or changing your vote if you desire to do so.

**This proxy statement along with our 2020 Annual Report are available free of charge on our website, [www.jdbank.com](http://www.jdbank.com), under “Investor Relations.”**

#### **Dial-in instructions for annual meeting teleconference:**

1. <https://global.gotomeeting.com/join/290146893>
2. Dial: 872-240-3212
3. When prompted for the meeting access code, dial 290-146-893
4. If you join the meeting prior to its commencement, please wait on the line until the meeting begins.

**PROXY STATEMENT FOR  
2021 ANNUAL MEETING OF SHAREHOLDERS  
Tuesday, May 11, 2021**

This Proxy Statement is being furnished on or about April 6, 2021 to the shareholders of JD Bancshares, Inc. (the “Company”) in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for use at the Annual Meeting of Shareholders of the Company, to be held on May 11, 2021, at 2:00 p.m., Central Time, and at any adjournment thereof (the “Annual Meeting”). However, in light of the public health crisis related to the COVID-19 Pandemic, it is advisable and in the best interests of the Company to hold the meeting in a manner that solely permits remote participation of the Company’s shareholders by using the instructions included at the bottom of the Notice of Annual Meeting.

A Notice of Annual Meeting is attached hereto and a form of proxy relating to the Annual Meeting accompanies this Proxy Statement. The Company is the holding company for, and owns 100% of the capital stock of, JD Bank (“the Bank”).

The Board of Directors of the Company has fixed the close of business on March 22, 2021, as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting (the “Record Date”). As of the Record Date, there were 1,714,530 shares of the Company’s common stock, par value \$6.25 per share (the “Common Stock”), outstanding, each of which is entitled to one vote.

Proxies are solicited to give all shareholders who are entitled to vote on the matters that come before the meeting the opportunity to do so whether or not they choose to attend the meeting by telephone. If you are a shareholder of record, you may vote by proxy by using the enclosed form of proxy. If you return a signed proxy without specifying a vote or an abstention with respect to the election of directors, your proxy will be voted FOR the election of the twelve (12) nominees for director listed on the form of proxy. No other matters are expected to be considered at the Annual Meeting, but if any other matters should properly come before the Annual Meeting, it is intended that proxies in the form accompanying this Proxy Statement will be voted on all such matters in accordance with the judgment of the person(s) voting such proxies.

The expense of preparing, printing and mailing proxy materials to shareholders of the Company will be borne by the Company. In addition to the mail, proxies may be solicited by our directors and officers through telephone, facsimile, internet and e-mail. Such officers and directors will continue to receive any compensation from the Company to which they are entitled by virtue of their employment or status as an officer or director, but will not receive any additional fee, compensation, or other remuneration for soliciting proxies in connection with the Annual Meeting.

**PROPOSAL NO. 1 ELECTION OF DIRECTORS**

Twelve (12) directors are to be elected at the Annual Meeting. Each director serves until the next annual shareholders’ meeting following his or her election, and thereafter until his successor has been duly elected and qualified or there is a decrease in the number of directors.

All persons named herein as nominees for director have consented to serve and it is not contemplated that any nominee will be unable to serve as a director. If such event should occur,

however, the proxies will be voted by the proxy holders for such other person as may be designated by the present Board of Directors, or, if no such person is designated, only for the remaining nominees.

The following table sets forth certain information with respect to each nominee for director. All nominees are presently serving as directors of the Company. Dates prior to 1990 in the table below indicate service as a director of the Bank prior to formation of the Company.

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation for the Past Five Years</u>
G. Vincent Bailey	64	1991	Physician
Clarence A. Berken	69	2000	Retired Farmer
Daryl V. Burckel	61	2009	President of McNeese State University and Professor of Accounting
Andrew Cormier	78	1991	President of Moore's Pump & Services, Inc.
Milton Ray Crochet	72	2009	Owner/President of SWD, Inc. and Calcasieu Rentals, Inc.
Dan L. Donald, Jr.	75	1979	Chairman of Company and Bank
David B. Donald	70	1988	Vice Chairman of Company and Bank
Bruce W. Elder	58	2020	President and Chief Executive Officer of Bank and Company
Ray Hines	81	1996	Owner/President of Scoboco, Inc., an oilfield services company
Thomas E. Leger	66	2009	Owner/President Thomas E. Leger, DDS
Sara A. Roberts	60	2000	Owner/President of Sara A. Roberts, CPA, APAC; Secretary of the Board of Directors of Company and Bank
Terry J. Terrebonne	78	1986	Retired Administrator and Chief Executive Officer of the Jennings American Legion Hospital

**Shares represented by the accompanying form of proxy will be voted "FOR" the election of the above nominees unless authority to vote for one or more nominees is withheld by so marking the form of proxy. Directors must be elected by a plurality of the votes validly cast in such election at the Annual Meeting. Abstentions on this proposal will be counted for quorum purposes but not voted.**

**PROPOSAL NO 2. SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENTS**

The Board of Directors knows of no other matters to be brought before the shareholders at the Annual Meeting. If other matters are presented for a vote at the meeting, the proxy holders will vote shares represented by properly executed proxies as directed by the Board of Directors.

**SECURITIES OWNED BY PRINCIPAL SHAREHOLDERS AND MANAGEMENT**

The following table sets forth, as of the Record Date, certain information relating to the beneficial ownership, direct and indirect, of shares of outstanding Common Stock of the Company by each director of the Company and all directors and executive officers of the

Company as a group. Unless otherwise indicated, all shares indicated as beneficially owned are held with sole voting and investment power, subject to applicable community property laws. Except as provided below, no shareholder owns beneficially more than five percent of the outstanding Common Stock of the Company. The table below is based on 1,714,530 shares outstanding as of March 22, 2021.

<u>Name</u>	<u>Shares of Common Stock Beneficially Owned</u>	<u>Percentage of Class</u>
G. Vincent Bailey	32,147	1.87%
Clarence A. Berken	2,355	*
Paul E. Brummett, II	3,244	*
Daryl V. Burckel	2,200	*
Andrew Cormier	39,600	2.31%
Milton Ray Crochet	2,455	*
Dan L. Donald, Jr.	156,279	9.11%
David B. Donald	98,780	5.76%
Bruce W. Elder	2,704	*
Ray Hines	10,136	*
Thomas E. Leger	8,629	*
Sara A. Roberts	3,080	*
Terry J. Terrebonne	11,366	*
All Directors and Executive Officers as a Group (13 persons)	372,975	21.75%

\* Beneficial ownership of less than 1%.

## ANNUAL REPORT

A copy of the Company's audited financial statements for the year ended December 31, 2020, is being mailed to all shareholders of record with this Proxy Statement, but is not considered to be a part of this Proxy Statement.