

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 (the "Annual Meeting") of JD Bancshares, Inc. (the "Company") will be held on Tuesday, May 9, 2023, at 2:00 p.m., Central Time, both virtually via the Internet at <https://meet.goto.com/991972501> and in person at the main office of JD Bank, located at 1611 Elton Road, Jennings, Louisiana.

The Annual Meeting will convene for the following purposes:

1. To elect twelve (12) directors;
2. To ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023; and
3. 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 20, 2023 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 4, 2023

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 in person or by remote communication. However, whether or not you intend to participate, 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 or changing your vote if you desire to do so.

Dial-in instructions for Annual Meeting teleconference:

1. <https://meet.goto.com/991972501>
2. Dial: 872-240-3212
3. When prompted for the meeting access code, dial 991-972-501
4. If you join the meeting prior to its commencement, please wait on the line until the meeting begins.

**PROXY STATEMENT FOR
2023 ANNUAL MEETING OF SHAREHOLDERS
Tuesday, May 9, 2023**

This Proxy Statement is being furnished on or about April 4, 2023 to the shareholders of JD Bancshares, Inc. (the “Company”) in connection with the solicitation of proxies on behalf of the Board of Directors (the “Board”) of the Company for use at the Annual Meeting of Shareholders of the Company (the “Annual Meeting”), to be held on May 9, 2023, at 2:00 p.m., Central Time, and at any adjournment thereof. The Company has determined that it is in the best interests of the Company to hold a meeting of the shareholders in a manner that permits both in person and remote participation. The meeting will be held at a physical location, but shareholders will also be permitted to participate in the meeting by remote communication, providing shareholders with the option to attend the meeting either in person or virtually by using the instructions included at the bottom of the Notice of the 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 the Company has fixed the close of business on March 20, 2023, as the record date (the “Record Date”) for the determination of shareholders entitled to notice of and to vote at the Annual Meeting. As of the Record Date, there were 3,420,560 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 on each matter presented to the shareholders.

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. 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 and FOR the ratification of the appointment of Wipfli LLP (“Wipfli”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. 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 the 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 TWELVE (12) DIRECTORS

The Company’s articles of incorporation and bylaws provide that the number of directors of the Company shall be as determined from time to time by the Board. Each director shall hold office until the next Annual Meeting or until his successor has been duly elected and qualified. The Board currently consists of 12 members.

The Nominating Committee has recommended to the Board and the Board has approved the nomination of the current 12 directors of the Company for reelection to serve as directors until the Company’s 2024 Annual Meeting.

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</u> |
|---------------------|------------|-----------------------|--|
| G. Vincent Bailey | 66 | 1991 | Retired OB/GYN Physician and Owner of Bailey Timber, LLC |
| Clarence A. Berken | 71 | 2000 | Retired Farmer |
| Daryl V. Burckel | 63 | 2009 | President of McNeese State University and Professor of Accounting |
| Andrew Cormier | 80 | 1991 | President of Moore's Pump & Services, Inc. |
| Milton Ray Crochet | 74 | 2009 | Owner/President of SWD, Inc. and Calcasieu Rentals, Inc. |
| Dan L. Donald, Jr. | 77 | 1979 | Chairman of Company and Bank |
| David B. Donald | 72 | 1988 | Vice Chairman of Company and Bank |
| Bruce W. Elder | 60 | 2020 | President and Chief Executive Officer of Company and Bank |
| Ray Hines | 83 | 1996 | Owner/President of Scoboco, Inc. |
| Thomas E. Leger | 68 | 2009 | Owner/President Thomas E. Leger, DDS |
| Sara A. Roberts | 62 | 2000 | Owner/President of Sara A. Roberts, CPA, APAC; Secretary of the Board of Directors of Company and Bank |
| Terry J. Terrebonne | 80 | 1986 | Retired Administrator and Chief Executive Officer of the Jennings American Legion Hospital |

Unless authority is expressly withheld, the proxy holders will vote the proxies received by them "FOR" the 12 director nominees listed above. 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.

Although each nominee has consented to being named in this Proxy Statement and to serve if elected, if any nominee should prior to the Annual Meeting decline or become unable to serve as a director, the proxies will be voted by the proxy holders for such other person as may be designated by the present Board, or if no such person is designated, only for the remaining nominees.

The Board unanimously recommends a vote "FOR" the persons nominated by the Board to serve as directors until the 2024 Annual Meeting of Shareholders.

PROPOSAL NO 2. RATIFY THE APPOINTMENT OF WIPFLI LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023

Pursuant to the recommendation of the Audit Committee, the Board has appointed Wipfli LLP ("Wipfli") as the independent registered public accounting firm of the Company for the year ending December 31, 2023.

At the Annual Meeting, the shareholders will be asked to consider and act upon a proposal to ratify the appointment of Wipfli. The ratification of such appointment will require the affirmative vote of the holders of a majority of the outstanding shares of common stock entitled to vote or represented by proxy at the Annual Meeting. Representatives of Wipfli are expected to be present at the Annual Meeting, will be given an opportunity to make a statement (if they desire to do so), and are expected to be available to respond to appropriate questions.

Although the Company's bylaws do not require that the shareholders approve the appointment of the Company's independent registered public accounting firm, the Audit Committee is submitting the selection of Wipfli to the shareholders for ratification as a matter of good corporate practice. If the shareholders vote against the ratification of Wipfli, the Audit Committee will consider this in its selection of auditors for the following year. Even if the shareholders ratify the appointment, the Audit Committee may choose to appoint a different independent registered public accounting firm at any time during the year if it is determined that such a change would be in the best interests of the Company.

The Board unanimously recommends a vote "FOR" the proposal to ratify Wipfli LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2023.

OTHER MATTERS

The Board does not know of any matters to be presented at the meeting other than those set forth in the accompanying notice. However, if any other matters properly come before the Annual Meeting or any adjournments or postponements thereof, the proxy holders will vote or abstain thereon in their discretion.

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 3,420,560 shares outstanding as of March 20, 2023.

| | <u>Number of Shares Beneficially Owned</u> | <u>Percentage Beneficially Owned</u> |
|---|--|--|
| Directors | | |
| G. Vincent Bailey | 65,294 | 1.91% |
| Clarence A. Berken | 4,710 | * |
| Daryl V. Burckel | 4,400 | * |
| Andrew Cormier | 80,000 | 2.34% |
| Milton Ray Crochet | 4,910 | * |
| Dan L. Donald, Jr. | 313,000 | 9.15% |
| David B. Donald | 197,560 | 5.78% |
| Bruce W. Elder | 5,735 | * |
| Ray Hines | 20,272 | * |
| Thomas E. Leger | 18,363 | * |
| Sara A. Roberts | 7,660 | * |
| Terry J. Terrebonne | 22,732 | * |
| All Directors and Executive Officers as a Group (13 persons) | 752,086 | 21.99% |

* Beneficial ownership of less than 1%.

ANNUAL REPORT

A copy of the Company's audited financial statements for the year ended December 31, 2022, is being mailed to all shareholders of record with this Proxy Statement, but is not considered to be a part of this Proxy Statement. The Company's Annual Report is available free of charge on our website, www.jdbank.com, under "Investor Relations."