



March 17, 2022

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**Meeting Date:** Tuesday, April 26, 2022

**Meeting Time:** 8:45am (*Daylight Savings*)

Notice is hereby given that the annual meeting of shareholders of JBT Bancorp, Inc. (the "Company") will be held at the Lebanon Country Club, 3375 West Oak Street, Lebanon, Pennsylvania, on the 26<sup>th</sup> day of April 2022, at 8:45am for the purpose of considering and voting upon the following matters:

- 1) Election of twelve directors for terms ending in April 2023
- 2) To ratify the appointment of Smith, Elliott, Kearns & Company, LLC as the Company's independent auditors for the fiscal year ending December 31, 2022
- 3) Transaction of any other business that may come before the meeting

Only those shareholders of record at the close of business on March 7, 2022, shall be entitled to attend and vote at the annual meeting. If you plan to attend the meeting, please complete and mail the enclosed invitation or email your response to [ashetterly@jbt.bank](mailto:ashetterly@jbt.bank). If your shares are held in the name of a bank, broker, or other holder of record, you will need proof of ownership to attend the meeting. A recent bank or brokerage statement showing shares held will suffice. A breakfast buffet will be served at 8:00am.

Our annual report is enclosed.

By Order of the Board of Directors

A handwritten signature in black ink that reads "Edward L. Anspach".

Edward L. Anspach  
Secretary

## PROXY STATEMENT

**JBT Bancorp, Inc.**  
**2 West Market St.**  
**Jonestown, Pennsylvania**

March 17, 2022

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of JBT Bancorp, Inc. (the "Company") for the use at the annual meeting of shareholders to be held on April 26, 2022, and at any adjournment thereof. A proxy is furnished herewith for use at the meeting.

Only holders of record of the Company's common stock at the close of business on March 7, 2022, shall be entitled to vote at the annual meeting. As of that date, there were 2,433,696 shares of common stock outstanding.

The shares represented by each proxy that is properly executed and returned to the Company will be voted in the manner described in this proxy statement and the proxy. A shareholder is entitled to cumulate votes in the election of directors as described in the proxy.

Execution of the accompanying proxy will not affect a shareholder's right to attend the meeting and vote in person. Any shareholder executing a proxy has the right to revoke it by delivering notice of revocation or a duly executed proxy bearing a later date to the Secretary of the Bank at any time before the proxy is voted.

### **Election of Directors**

Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholders of any outstanding class of capital stock of the Company entitled to vote for election of Directors. Nominations other than those made by or on behalf of the existing corporate management shall be made in writing and be delivered or mailed to the President of the Company not less than twenty (20) calendar days nor more than fifty (50) calendar days prior to any meeting of shareholders called for the election of Directors; provided, however, that if less than twenty-one (21) calendar days' notice of meeting is given to shareholders, such nominations shall be mailed or delivered to the President of the Company not later than the close of business on the seventh calendar day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the nominating shareholder:

- > The principal occupation, age, and other relevant information concerning each proposed nominee.
- > The total number of shares of capital stock of the Company that will be voted for each proposed nominee.
- > The name and residence address of the nominating shareholder.
- > The number of shares of capital stock of the Company owned by the nominating shareholder.

Nominations not made in accordance herewith shall be disregarded by the Chairperson of the meeting, and upon the Chairperson's instructions, the Judge of Elections shall disregard all votes cast for each such nominee.

### **Ratification of Appointment of Independent Auditors**

To ratify the appointment of Smith, Elliott, Kearns & Company LLC, as the Bank's independent auditors for the fiscal year ending December 31, 2022.

## ELECTION OF DIRECTORS

Twelve directors are to be elected for one year starting April 26, 2022. Each of the 12 directors to be elected at the 2022 annual meeting is to hold office for a term of one (1) year and until a successor shall have been duly elected and qualified.

In the absence of instructions to the contrary, shares of common stock represented by properly executed proxies will be voted for all of the nominees listed below, each all of whom has consented to be named and to serve if elected.

In accordance with the Articles of Incorporation of the Holding Company and provisions of the Pennsylvania Business Corporation Law of 1988, as amended, shareholders are permitted to cumulate their votes for the election of directors. With cumulative voting, each shareholder has the right to cumulate the voting power they possess and to give one nominee as many votes as is equal to the number of directors to be elected (12) multiplied by the number of their shares, or to distribute their votes among two or more nominees, as they see fit.

The Company recommends that shareholders cast all of their votes equally for the twelve (12) nominees listed below. The Company does not presently know of anything that would preclude any nominee of the Company from serving.

The following are the names and ages of the nominees for election as directors of the Company and the year each individual began continuous service as a director of the Jonestown Bank & Trust Company. Also shown, with respect to the nominees, are their principal occupations at present.

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**Edward L. Anspach**, 71; Director since 1987, Second Vice Chairman/Secretary of JBT Bancorp, Inc. and Jonestown Bank and Trust Company; President, Anspach Autos

**Jeffrey L. Bohn**, 63; Director since 1987, Former Owner & President, JP Donmoyer, Inc.: Executive Director, Shining Light

**Lloyd A. Deaven, Jr.**, 69; Director since 1998, Patriot Auto Parts, President, (retired)

**Jonathan E. Hollinger**, 45; Initial term, President and CEO, Pleasant View Communities

**Edwin C. Hostetter II, CPA, CGMA**, 71; Director since 2013, CPA (inactive) and Management Consultant; Vice President of Finance & Chief Financial Officer, SSM Group, Inc. (retired)

**Brian R. Miller**, 64; Director since 2015, Insurance Agency Principal for Richard S. Miller Inc.

**Sallie A. Neuin**, 70; Director since 2009, Lebanon County Treasurer; Lebanon County Tax Claim Director

**Richard J. Newmaster Jr., CPA**, 69; Director since 2004, Chairman of JBT Bancorp, Inc. and Jonestown Bank and Trust Company; Chief Financial Officer, Lebanon Seaboard Corporation

**Sina Patel**, 29; Initial term, Employed by Clymer, Musser, and Sarno P.C.

**Troy A. Peters**, 53; Director since 2016, President and CEO of JBT Bancorp, Inc. and Jonestown Bank and Trust Company.

**Eric A. Trainer**, 58; Director since 2011, Co-owner/Operator, Trainer's Midway Diner; Quality Inn at Midway; Microtel Inn & Suites-Hamburg; Pappy T's Pub & Lounge-Hamburg

**Glenn T. Wenger**, 58; Director since 2008, Vice Chairman of JBT Bancorp, Inc. and Jonestown Bank and Trust Company; President, Wengers of Myerstown; Chairman, Ag Industrial, Inc.; President, JK&B Inc.