GULF CAPITAL BANK
1 RIVERWAY, SUITE 150
HOUSTON, TEXAS 77056
(713) 999-8800

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 14, 2026, AT 9:00 A.M., LOCAL TIME

To the Shareholders of Gulf Capital Bank:

The 2026 Annual Meeting of the Shareholders of Gulf Capital Bank will be held on Thursday, May 14, 2026, at 9:00 a.m., local time, at 1 Riverway, located at 1 Riverway, Houston, Texas 77056. At the meeting, shareholders will be asked to:

1. elect the seven (7) nominees named in the attached Proxy Statement to serve on the Board of Directors of the Bank for a one-year term expiring at the 2027 annual meeting of shareholders, or until their respective successors are duly elected and qualified, or until their earlier resignation, death or removal from office; and

2. consider any other business that may properly come before the meeting or any adjournment(s) or postponement(s) of the meeting.

The matters to be considered at the annual meeting are more fully discussed in the attached Proxy Statement, which we urge you to read carefully.

Only shareholders of record at the close of business on April 17, 2026, our record date, are entitled to receive notice of, and to vote at, the annual meeting or any adjournment or postponement of the meeting. Beginning April 17, 2026, our record date, the Bank will close its stock transfer books in order to prepare for the annual meeting. No transfer of shares will be allowed from April 17, 2026, to May 14, 2026.

You are cordially invited to attend the meeting in person. However, whether or not you expect to attend the meeting in person, we urge you to sign, date and return the enclosed proxy card at your earliest convenience. This will ensure the presence of a quorum at the meeting and that your shares are voted in accordance with your wishes. For your convenience, we have enclosed a self-addressed, stamped envelope for the return of your proxy. Your prompt response will help reduce the cost of soliciting proxies, which are paid for by the Bank. Sending in your proxy will not prevent you from voting your stock at the meeting if you desire to do so, as your proxy is revocable at your option. You may revoke your proxy at any time before it is voted at the meeting in the manner described in the section of the Proxy Statement titled *"General Information About the Meeting — Can I change my vote?"* Any executed but unmarked proxy cards that we receive will be voted in favor of the proposal set forth above.

BY ORDER OF THE BOARD OF DIRECTORS

April 21, 2026
Houston, Texas

J. Downey Bridgwater
Chairman and Chief Executive Officer

GULF CAPITAL BANK
1 RIVERWAY, SUITE 150
HOUSTON, TEXAS 77056
(713) 999-8800

PROXY STATEMENT
FOR THE
ANNUAL MEETING OF SHAREHOLDERS
To be held on May 14, 2026

The date of this Proxy Statement is April 21, 2026

This Proxy Statement contains information about the 2026 Annual Meeting of Shareholders of Gulf Capital Bank. The meeting is scheduled to be held on Thursday, May 14, 2026, beginning at 9:00 a.m., local time, at 1 Riverway, located at 1 Riverway, Houston, Texas 77056.

This Proxy Statement is furnished to you in connection with the solicitation of proxies by the Board of Directors. *When we refer in this Proxy Statement to "the Bank," "we," "our," and "us," we are referring to Gulf Capital Bank unless the context indicates otherwise.*

GENERAL INFORMATION ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, you will be asked to (1) elect directors, and (2) consider any other business that may properly come before the meeting or any adjournment or postponement of the meeting.

How many votes do I have?

You will have one (1) vote for every share of common stock that you owned on April 17, 2026, our record date.

How many votes can be cast by all shareholders?

As of April 17, 2026, our record date, 9,303,072 shares of common stock were issued and outstanding and held of record by 334 shareholders.

How many votes must be present to hold the meeting?

In order for business to be conducted at the meeting, a quorum must be present. A quorum consists of a majority of the shares of common stock issued and outstanding on the record date and entitled to vote, or at least 4,651,537 shares.

Shares of common stock represented at the annual meeting in person or by a properly executed proxy (including shares that abstain or do not vote with respect to the matter to be acted upon) will be counted for purposes of determining whether a quorum exists.

If a quorum does not exist, the annual meeting will be adjourned or postponed until a quorum is obtained. Accordingly, **we urge you to vote by proxy even if you plan to attend the meeting so that we will know as soon as possible that enough votes will be present for us to hold the meeting**.

Why is the Bank closing its stock transfer books?

The Bank is closing its stock transfer books beginning April 17, 2026, our record date, in order to prepare for the annual meeting. This means you will not be able to transfer your shares from April 17, 2026, to May 14, 2026.

How do I vote?

You may vote by completing and returning the enclosed proxy or by voting in person at the meeting. We encourage you to attend the annual meeting, and execution of the enclosed proxy will not affect your right to attend the meeting and vote in person. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the meeting so that we can transact business, **we urge you to complete, sign and return the enclosed proxy card to the Bank as promptly as possible in the enclosed, self-addressed, stamped envelope**. Your prompt response will help reduce proxy costs, which are paid for by the Bank.

Voting by Proxy. If you vote by proxy, your proxy will be voted in accordance with your instructions. If you do not specify a choice on the matter described in this Proxy Statement, your proxy will be voted in favor of the persons nominated by our Board of Directors to serve as directors. The Board of Directors does not know of any other matters to be presented for a vote at the annual meeting. If any other matters are brought before the annual meeting, the persons named in the proxies, acting under the proxy, would have the discretion to vote on those matters in accordance with their best judgment.

Voting in Person. If you attend the meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot which will be available at the meeting.

Can I change my vote?

Yes, just send in a new proxy card with a later date or send a written notice of revocation to the Secretary of the Bank at the address on the Notice of Annual Meeting of Shareholders. To be effective, the new proxy card or written revocation must be received by the Secretary prior to the exercise of the proxy at the annual meeting. If you attend the meeting and want to vote in person, you can deliver a written revocation of your proxy to the Secretary at the meeting, and you will receive a ballot to vote at the meeting. However, mere attendance at the shareholders' meeting will not of itself revoke a proxy.

What if my shares are held in the name of a broker, bank, or other nominee?

If your shares are held of record in "street name" by a broker, bank, or other nominee and you intend to vote the shares in person at the annual meeting, you must bring to the meeting a letter from the broker, bank, or other nominee confirming your beneficial ownership of and right to vote the shares.

What happens if the meeting is adjourned or postponed?

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

What vote is required to approve the proposal to elect directors?

The directors must be elected by a majority of the shares having voting power, present in person or represented by proxy, at the annual meeting.

As of April 17, 2026, our record date, the executive officers and directors of the Bank owned beneficially 1,187,550 shares, or approximately 12.8%, of the outstanding common stock of the Bank. These individuals have indicated that they intend at this time to vote their shares in favor of the election of the directors nominated by the Board.

What does the Board recommend?

The Board of Directors has unanimously approved and recommends that you vote "FOR" the election of the directors nominated by the Board.

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

We know of no other business that is likely to be brought before the annual meeting. If any other matters are properly brought before the meeting, or any adjournment or postponement thereof, the persons named in the proxies, acting under the proxy, will have discretion to vote on those matters in accordance with their best judgment.

PROPOSAL - ELECTION OF DIRECTORS

The bylaws of the Bank provide that the number of directors shall be not less than five (5) nor more than twenty-five (25) persons, the exact number to be determined from time to time by the Board of Directors. By resolution of the Board of Directors, the number of directors to comprise the Board of Directors has been set at seven (7). The directors elected at the 2026 annual shareholders' meeting will hold office until the 2027 annual shareholders' meeting, or until such director's successors shall be elected and qualified, or until his or her earlier resignation, death, or removal from office. The affirmative vote of a majority of the shares having voting power is required for the election of directors.

Nominees for directors

The Board has nominated the following individuals to serve as directors of the Bank:

J. Downey Bridgwater	Allan Li
George DeMontrond	Dan Tutcher
Ed Jones	J. David Williams
John Kotts	

All of the above-listed nominees currently serve as directors of the Bank.

The following summaries set forth information about the proposed directors of the Bank, including their principal occupations, business experience and other matters.

J. Downey Bridgwater. Mr. Bridgwater has more than 45 years of banking experience at various banks in the Houston market ranging in asset size from $500 million to $110 billion. Throughout his banking career he has been responsible for numerous domains within the banks he has been affiliated with including operations, credit analysis, credit administration, special assets, loan review, lending and executive management. He is adept at managing bank liquidity, funding, and capital as well as identifying, assessing, managing, and mitigating key risks including credit, operational, market/interest rate and reputation risk. He participated in or led 18 acquisitions, mergers or dispositions including related conversions, divestitures and the integration of whole entities, specific assets, and asset pools. A native of Oklahoma, he began his banking career at the First National Bank & Trust of McAlester, Oklahoma during high school. He began his Houston banking career with Allied Bank in 1978 where he held positions of increasing responsibility over a 12-year period, including serving on the merger team for Allied Bancshares, Inc., and First Interstate Bancorp. After the sale of Allied, he was a partner in a private real estate development and construction company until he was recruited to Charter Bank and ultimately served as Senior Vice President of Corporate Banking and was a key member of the Energy and Real Estate Lending Groups at Charter Bank (later acquired by Nations Bank). In 1995 he was recruited to Sterling Bank and served as the Office CEO for the Memorial Office and became President of Sterling Bank and Sterling Bancshares, Inc. in 1997. He subsequently assumed the additional roles of Chief Executive Officer in 2002 and Chairman of the Board in 2006 of Sterling Bank and Sterling Bancshares, Inc. During his tenure at Sterling, Mr. Bridgwater was responsible for leading strategic planning, organic growth and profitability, mergers and acquisitions and related conversions and integrations, risk management and regulatory compliance as well as managing all other subsidiaries of the holding company and the bank until its sale to Comerica, Inc. in 2011. After the sale to Comerica, Mr. Bridgwater served as the President of the Houston Market for Comerica for the next 10 years and was responsible for the Houston, San Antonio, and Austin Markets. He is a graduate of the University of Houston, is a Distinguished Alumnus, and has received numerous other awards from the University. He is a Senior Fellow of the American Leadership Forum and received its Joe Jaworski Award. He is the past Chair of the Texas Medical Center and is currently a Life-Director. Additionally, he serves on the boards of the University of Houston Foundation and Houston Children's Charity. He has previously served on the

boards of The Texas Bankers Association, TIB (The Independent Bankers Bank of Dallas/Irving), the Greater Houston Partnership, the Harris County Housing Finance Corporation, the Board of Visitors at the University of Houston, the Deans' Advisory Board at the Bauer College of Business at the University of Houston, the Development Board of the UH College of Medicine, the Finance Council and the Development Board of the Archdiocese of Galveston Houston. He also belongs to several social organizations, clubs, and Orders.

Mr. Bridgwater serves as Chairman and Chief Executive Officer of the Bank.

George DeMontrond. Mr. DeMontrond is President and CEO of DeMontrond Automotive Group, Inc., an automotive and recreational vehicle retailer founded in 1953 with annual sales in excess of $300 million, employing 800 employees in nine Houston area locations. Mr. DeMontrond is also owner of DeMontrond Allstate Insurance Agency and has prior bank director experience with Charter Bank, where he served as a director for more than 10 years. Mr. DeMontrond is very active in civic and philanthropic endeavors. He is currently on the board of Harris Resources Foundation Board, (Past chair), Greater Houston Convention and Visitors Bureau (past chair), Houston Livestock Show & Rodeo (lifetime vice president), Center for Houston's Future (past chair), the Sam Houston Area Council Boy Scouts of America Board of Directors and Vice Chair Finance Committee. Board of Trustees NW Medical. He serves on the entrepreneurial and hotel committees of the public/private Houston First Corporation. Mr. DeMontrond graduated from Princeton University with degrees in basic engineering (B.S.E.) and economics (A.B.). He obtained a Doctor of Jurisprudence (J.D.) degree from the University of Texas School of Law and was admitted to the State Bar of Texas in 1976.

Mr. DeMontrond serves as Chair of the Asset-Liability Committee of the Bank's Board of Directors.

Ed Jones. Mr. Jones has more than 36 years of financial services experience. For 16 years, he served as the Chairman and CEO of Texas Commerce Bank-Midland and then four years as EVP Manager of the Commercial Banking Department of J.P. Morgan's Houston market. In these roles, his responsibilities included all facets of lending, credit, compliance, deposit funding, trust asset management growth/fee generation, marketing and civic representation. He serves as director of the J.E. & L.E. Mabee Foundation, a member of Chief Executives Organization and Baylor College of Medicine Board of Advisors. Past service includes the YMCA Houston- Board, Salvation Army Houston-Board, Texas Children's Hospital-Development Board, Boy Scouts of America Sam Houston Council-Board (recipient of NESA Outstanding Eagle Scout Award), Center Coast MLP & Infrastructure Fund NYSE (CEN) Governance Committee Chairman, Chairman for the City of Midland Airport Board, Chairman for the Permian Basin Airport Board, Membership Chair of the Coronado Club, Central Priory membership chair of the International Order of St. Hubertus, President of the Buffalo Trails Council of the Boy Scouts of America, President of the Hillander School Board, President of Midland Texas Exes, General Staff/Board of the Commemorative Air Force (CAF), and other civic boards. Mr. Jones graduated with honors from The University of Texas in Austin with a Bachelor of Business Administration degree.

Mr. Jones has served as Chairman and Chief Executive Officer of the Bank since the Bank's opening prior to retiring.

John P. Kotts. John P. Kotts is a private investor and entrepreneur. Through his investment company, J.P. Kotts & Co., Mr. Kotts, and his family own a private fund focused on the trading of securities and other financial instruments, both domestically and abroad. He actively manages the investment portfolio. He also invests in, and actively manages, private companies and real estate. Prior to 1990, Mr. Kotts held several financial, banking and investment banking positions specializing in corporate finance, leveraged buyouts, venture capital and turnaround transactions. Mr. Kotts returned to the oil industry in 2012 when he resurrected the Cardinal Services name and formed a new oilfield services company, to

operate offshore and on land in New Iberia, Louisiana, and in the Permian Basin in Midland, West Texas. The company specializes in coil tubing and related downhole well completion and production services. In 2018, he expanded his interests in the oil business with a significant acquisition of an existing south Texas oilfield, forming Allegiant Energy with a partner. Mr. Kotts also owns Boumatic LLC, a leading manufacturer of automated milking machines, hygiene, rubber, and robotic technologies. With global manufacturing and research operations in the US and Europe, Boumatic serves dairy farmers around the world with automated technology and superior products that improve the efficiency, productivity, safety, and well-being of dairy cows for the professional dairy farmer. Mr. Kotts also owns Pamarco LLC, a global anilox roll, embossing roll, and press component manufacturer serving the converting, paper, and packaging industries. With locations throughout the US and England, Pamarco services major paper and packaging companies throughout North America and Europe. In 2019 Mr. Kotts co-founded Gulf Capital Bank. He serves on several private and public Boards and community organizations, including Nabors Industries, Gulf Capital Bank, Greater Washington investors Inc.(past), and Houston Methodist Hospital Research Institute, and The Nature Institute. He has been highly active with YPO and is on the Board and is City Chair of CEO Organization. He also belongs to several social organizations, clubs, Orders and Mardi Gras Krewes. Mr. Kotts received his Bachelor of Arts degree in philosophy, and an MBA in Finance from Hofstra University in New York. He has completed additional post-graduate work at McGill University in Montreal, NYU in New York City, Oxford University and Harvard Business School.

Mr. Kotts serves as Chair of the Compensation Committee of the Bank's Board of Directors.

Allan Li. Mr. Li is the CEO of Pamarco Technologies LLC, an industrial manufacturing company serving the packaging and print industries. Pamarco manufactures a variety of precision products, engineered equipment, and industrial supplies, including Anilox rolls, ink management systems, chemicals, and various packaging and print accessories from eight plants located in the U.S. and Europe. The company supplies and services major multinational integrated packaging suppliers and OEM firms worldwide. Mr. Li also serves as a Managing Director and board member of Kotts Capital Holdings, a private investment company. He is actively involved in developing and implementing growth and acquisition strategies at all portfolio companies alongside their respective management teams. Examples of some portfolio companies are Boumatic, a global dairy equipment manufacturer, and Cardinal Services, an oilfield service company. Allan is an active member of both YPO (Young Presidents Organization) and CEO. Originally from Chicago, Allan has lived in New Orleans and New York before relocating to Houston. Allan holds an MBA from Tulane University and holds a BS in Finance and Marketing from Indiana University. In his spare time, Allan enjoys playing tennis, snowboarding, traveling, and spending time with his wife, Jacqueline, and their two daughters, Catherine and Abigail.

Mr. Li serves as Chair of the Enterprise Risk Committee of the Bank's Board of Directors.

Dan Tutcher. Mr. Tutcher is President and Chief Executive Officer of Magic Interests, L.P., a family holding company. He is a former member of the Board of Directors of Enbridge, Inc. (Chairman of Safety & Reliability Committee, Member of Executive Committee, Member of Mergers & Acquisitions Committee, Member of Corporate & Social Responsibility Committee, and was Chairman of the Governance Committee), a position he has held since 2006. Mr. Tutcher was a Managing Director and Portfolio Manager on the Energy Infrastructure Equities team for Brookfield Asset Management's Public Securities Group. Previously, Mr. Tutcher served as member of the Board of Directors, Sterling Bancshares from 2005 to when it was purchased by Comerica in 2011; Chairman of Governance Committee from January 2010 to 2011; Executive and Risk Management Committee, and Chairman of the Special Committee overseeing the sale of Sterling to Comerica. Prior to joining Brookfield in 2018, Mr. Tutcher was President and Chair of the Board of Trustees of Center Coast MLP & Infrastructure Fund since 2013 and a Principal in Center Coast capital Advisors L.P. since its inception in 2007. He was the Group Vice President, Transportation South of Enbridge, as well as President of Enbridge Energy Company, Inc. (general partner of former Enbridge sponsored affiliate Enbridge Energy Partners, L.P.) and Enbridge Energy Management, L.L.C. (another former Enbridge sponsored vehicle) from May 2001 until retirement

on May 1, 2006. Mr. Tutcher's philanthropic activity includes serving as former Chairman/President and Director, Alley Theatre; Chairman, Cancer Canceling, Inc.; Board of Governors, Greater Houston Community Foundation; Board of Directors, St. Luke's Episcopal Hospital; and Board of Trustees, Texas Heart Institute, as well as chairing numerous philanthropic events in Houston and elsewhere.

Mr. Tutcher serves as Chair of the Corporate Governance and Nominating Committee of the Bank's Board of Directors.

J. David Williams. Mr. Williams, a native of Lubbock, TX, is a banker who formerly served as Chairman of Centennial Bank, a $850 million community bank in Lubbock, TX. Mr. Williams retired in 2020 when Centennial Bank was acquired by Happy State Bank, of which he remained a director until Happy was acquired by another bank in April 2022. In 2014, he was named a Director of the First Nat'l Bank of New Mexico, a $250 million community bank. He began his career at Citizens Bank in Slaton where he served in various positions including CEO (1976-2013). He served as Vice Chairman and an organizing Director of First National Bank in Hereford, TX (1999-2010). Over the years, Mr. Williams served as an organizing director and senior vice president of First Bank/Las Colinas in Irving, TX (1984-1990). He served as Chairman of the Executive Committee and Director of the Bank of Commerce in McLean, TX (1987-1998); a failed bank purchased from the FDIC. He served as a director, chairman of the loan committee and later as Chairman of the Board of TIB - The Independent Bankers Bank of Dallas (Irving) (1996-2002). He has served as a director in various State Banking Associations (both the TBA & IBAT) and served as Chairman of the Independent Bankers Association of Texas - IBAT (2010-2011). He has also served on various committees of the Independent Community Bankers Association of America, Washington D.C. (ICBA). Mr. Williams majored in Finance at Texas Christian University and then furthered his education at the Graduate School of Banking of the South at Louisiana State University and the Post Graduate School of Banking at the University of Wisconsin.

Mr. Williams serves as Chair of the Audit Committee of the Bank's Board of Directors.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Proxy statement Includes various forward-looking statements. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as "may," "might," "should," "could," "predict," "potential," "believe," "expect," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "strive," "projection," "goal," "target," "outlook," "aim," "would," "annualized" and "outlook," or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

COST OF SOLICITATION OF PROXIES

The Bank will bear all costs of the solicitation of proxies by our Board of Directors. In addition to soliciting proxies through the mail, proxies may be solicited by our directors and officers in person or by telephone or other means of communication. Our directors and officers will not receive additional compensation for their efforts during this solicitation but may be reimbursed for out-of-pocket expenses incurred in connection with the solicitation. Our directors, officers, employees and shareholders acting at the instruction of the Board of Directors are authorized to solicit proxies or communicate with shareholders

on our behalf. After the original mailing of the proxies and other solicitation materials, we request that brokers, custodians, nominees, and other record holders of common stock forward copies of the Proxy Statement, proxy, and solicitation materials to beneficial owners for whom they hold shares.

OTHER MATTERS

As of the date of this Proxy Statement, your Board of Directors does not know of any matters to be presented for consideration at the annual meeting other than the matters that are described in this Proxy Statement and in the Notice of Annual Meeting of Shareholders accompanying this Proxy Statement. However, if any other matters shall come before the annual meeting or any adjournment(s) or postponement(s) thereof to be voted upon, the enclosed proxy card shall be deemed to confer discretionary authority to the individuals named as proxies therein to vote the shares represented by such proxy as to any such matters.

PLEASE CALL IF YOU HAVE QUESTIONS

If you have any questions or require any assistance, please contact Susie Peake, Secretary. Ms. Peake may be reached by telephone at (713) 818-2958.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this proxy statement have been approved by your Board of Directors and your Board of Directors has authorized the distribution thereof to our shareholders.

Shareholders are urged to complete and return the enclosed proxy card as soon as possible by following the voting instructions included with the proxy card, which is solicited on behalf of the Board of Directors.

BY ORDER OF THE BOARD OF DIRECTORS
Gulf Capital Bank, Houston, Texas
April 21, 2026