



PRESS RELEASE

Pima Federal Credit Union and RBAZ Bancorp, Inc. Announce Acquisition Agreement for Republic Bank of Arizona.

Tucson & Phoenix, Arizona – May 16, 2024 – Pima Federal Credit Union (“Pima”) and RBAZ Bancorp, Inc. (OTCPK: RBAZ) (“RBAZ”), the holding company of Republic Bank of Arizona, an Arizona state bank (“Republic Bank”), announced today that they have entered into a definitive agreement whereby Pima will purchase substantially all of the assets and assume substantially all of the liabilities of Republic Bank in an all-cash transaction.

Based on RBAZ’s outstanding shares on a fully-diluted basis, other assumptions, and after taking into consideration the anticipated satisfaction of certain obligations of RBAZ and Republic Bank, including tax liabilities and holding company indebtedness, RBAZ currently estimates that its shareholders will receive approximately \$22.00 per fully diluted share upon final liquidation, subject to various adjustments. Following the completion of the purchase and assumption transaction, all customers and accounts of RBAZ will be retained and serviced by Pima. RBAZ and Republic Bank intend to wind down and dissolve following the transaction.

The acquisition will add Republic Bank’s branches in Phoenix, Gilbert, and Scottsdale to Pima’s existing branch network in the Tucson metropolitan area and Springerville with Pima expanding to twelve total locations and over \$1.5 billion in total assets.

“We are happy to announce our entrance into Phoenix and Maricopa County through this partnership with Republic Bank. This strategic move is not only rooted in our shared values but also aligns with our growth objectives, presenting an exceptional opportunity to enhance our service to the local community. We are excited to bring our commitment to excellence and dedication to the businesses and people of Maricopa County. Together, leveraging the strengths and talents of both teams, we look forward to creating a positive impact in Maricopa County while continuing to offer an unmatched banking experience in our existing markets,” said Eric Renaud, President and CEO of Pima.

Brian Ruisinger, President and CEO of RBAZ and Republic Bank commented: “We are excited to announce our decision to join forces with Pima. We share similar values, and our partnership with another Arizona-based institution extends our legacy of promoting Shop Local Dine Local Bank Local. This strategic transaction enables us to offer our customers a wider array of products and services. We believe that this partnership is a good fit not only for our customers but also for our shareholders, dedicated employees, and the communities we proudly serve.”

The purchase and assumption agreement has been unanimously approved by the Boards of Directors of both organizations. The combination is subject to approval by RBAZ’s shareholders, applicable regulators, and other customary closing conditions. The transaction is expected to be completed during the second half of 2024. After transaction close, Brian Ruisinger is anticipated to remain with Pima as leader of the Phoenix market.

Olsen Palmer LLC acted as financial advisor to RBAZ and Fenimore Kay Harrison LLP served as its legal advisor in the transaction. Donnelly Penman & Partners, Inc. acted as financial advisor to Pima and Luse Gorman, PC acted as its legal advisor.

About Pima Federal Credit Union

Pima Federal Credit Union was founded in 1951 and is headquartered in Tucson, Arizona, operating nine locations and providing a highly competitive suite of personal and business banking products and services. As of March 31, 2024, Pima had \$1.2 billion in total assets, \$849 million in gross loans, and \$1.0 billion in total shares and deposits. For more information on Pima, please visit www.pimafederal.org.

About RBAZ Bancorp, Inc.

RBAZ Bancorp, Inc. was formed as a holding company in 2021, at which time it became the parent company of Republic Bank. Republic Bank was founded as a community bank in 2007 and currently operates three full-service branches in the Phoenix, Arizona metropolitan area. As of March 31, 2024, Republic Bank had \$279 million in total assets, \$200 million in gross loans, and \$250 million in total deposits. For more information on RBAZ and Republic Bank, please visit www.republicbankaz.com.

Forward-Looking Statements

Certain statements contained in this release may be considered “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations of RBAZ and Pima, are generally identified by the use of words such as “believe,” “expect,” “intend,” “anticipate,” “estimate,” or “project” or similar expressions. The organizations’ respective ability to predict results, or the actual effect of future plans or strategies, is inherently uncertain. A number of factors, many of which are beyond the control of RBAZ and Pima, could cause actual conditions, events or results to differ materially from those anticipated, discussed, projected, expressed or implied by forward-looking statements. Factors which could cause actual conditions, events or results to differ materially from the expectations of RBAZ and Pima or otherwise have a material adverse effect on the operations and future prospects of RBAZ and Pima and their respective subsidiaries include, but are not limited to: the nature and amount of the liabilities remaining at RBAZ and Republic Bank following the proposed transaction, including material federal income tax liabilities, the results of any litigation involving RBAZ and Republic Bank, and the amount of costs and expenses associated with liquidating RBAZ and Republic Bank, all of which must be satisfied or provided for before RBAZ may distribute its residual assets to its shareholders; the ability to obtain required regulatory and shareholder approvals and meet other closing conditions to the transaction; the ability to complete the transaction as expected and within the expected timeframe; disruptions to customer and employee relationships and business operations caused by the transaction; the ability to implement integration plans associated with the transaction, which integration may be more difficult, time-consuming or costly than expected; and the ability to achieve the cost savings and synergies contemplated by the transaction within the expected timeframe, or at all. Forward-looking statements speak only as of the date they are made. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. RBAZ and Pima assume no obligation to revise, update, or clarify forward-looking statements to reflect events or conditions after the date of this report.