

InBankshares, Corp
6380 S. Fiddlers Green Cir, Suite 108A
Greenwood Village, Colorado 80111

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held on July 17, 2020


NOTICE IS HEREBY GIVEN that the 2020 annual meeting of stockholders of InBankshares, Corp (the “Company”) will be held at 8:00 a.m. (MT), on Friday, July 17, 2020 virtually. To attend the meeting, you must register. Registration for the virtual meeting will close at 11:59 p.m. (MT) on July 16, 2020. You must use an email address we have on file and include the last four digits of the TIN number for the owner of the stock. The following link will lead you to the registration page: https://inbank.zoom.us/webinar/register/WN_XjtjI9OxQj2bl_Zhb9fEug Contact amsbry.ball@inbank for questions or concerns. The meeting will consider and act upon the following matters:

1. The election of the 11 director nominees named in the enclosed proxy statement to our Board of Directors, for terms expiring at the 2021 annual meeting of stockholders or until their successors are duly elected and qualified; and
2. The transaction of such other business as may properly come before the annual meeting or at any adjournment or postponement thereof.

Please log in or dial in at least 15 minutes before the commencement of the meeting to ensure timely participation. Please note the voting dates listed on the proxy card; however, we do encourage you to vote at your earliest convenience.

Only stockholders of record as of the close of business on June 9, 2020 are entitled to notice of, and to vote at, the annual meeting or any adjournments thereof. A list of stockholders will be available for inspection for a period of 10 days prior to and including the day of the annual meeting by appointment at the Company’s headquarters, located at 6380 S. Fiddlers Green Cir, Suite 108A, Greenwood Village, Colorado 80111.

By Order of the Board of Directors



Edward G. Francis
President & Chief Executive Officer

Greenwood Village, Colorado
June 18, 2020

This notice of annual meeting and proxy statement and form of proxy are first being distributed to stockholders on or about June 18, 2020.

InBankshares, Corp
6380 S. Fiddlers Green Cir, Suite 108A
Greenwood Village, Colorado 80111

PROXY STATEMENT

2020 ANNUAL MEETING OF STOCKHOLDERS
To be held on July 17, 2020

INTRODUCTION

The enclosed proxy is solicited by the Board of Directors of InBankshares, Corp (the “Company”) for use at the 2020 Annual Meeting of Stockholders (the “Annual Meeting”) to be held virtually on July 17, 2020 at 8:00 a.m. (MT), and at any postponement or adjournment thereof. To attend the meeting, you must register. Registration for the virtual meeting will close at 11:59 p.m. (MT) on July 16, 2020. You must use an email address we have on file and include the last four digits of the TIN number for the owner of the stock. The following link will lead you to the registration page: https://inbank.zoom.us/webinar/register/WN_XjtjI9OxQj2bl_Zhb9fEug Contact amsbry.ball@inbank for questions or concerns. Your proxy may be revoked in writing at any time before it is exercised by mail addressed to Edward G. Francis at the address set forth above. If you do not revoke your proxy, the shares represented by the proxy will be voted in accordance with the instructions set forth in the proxy.

Please log in or dial in at least 15 minutes before the commencement of the meeting to ensure timely participation. Please note the voting dates listed on the proxy card; however, we do encourage you to vote at your earliest convenience.

The cost of preparing, assembling, and mailing this Proxy Statement, the Notice of Annual Meeting of Stockholders and the accompanying proxy is being borne by the Company. Only holders of record of our common stock, par value \$0.01 per share (“Common Stock”), as of June 9, 2020 (the “Record Date”) may vote at the Annual Meeting. As of the Record Date, there were 7,088,250 shares of Common Stock outstanding.

There must be a quorum for the Annual Meeting to be held. A majority of the votes entitled to be cast by holders of Common Stock must be present at the Annual Meeting, either in person or by proxy, to constitute a quorum. Abstentions (including votes withheld) will be treated as “present” for quorum purposes.

This Proxy Statement, the enclosed proxy and the attached Notice were first sent to stockholders on or about June 18, 2020.

**ELECTION OF DIRECTORS
(PROPOSAL 1)**

Proposal 1 for the Annual Meeting is the election by holders of Common Stock of 11 directors to hold office until the 2021 Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified. The election of directors requires a plurality of the votes cast. In the election of directors, votes may be cast in favor of or withheld with respect to any or all nominees. Votes that are withheld will be excluded entirely from the vote and will have no effect on the outcome of the vote.

Nominees

The persons named in the following table have been nominated by the Board of Directors of the Company (the “Board”) for election to serve as directors of the Company until the 2021 Annual Meeting of Stockholders or until their successors are duly elected and qualified. With respect to such election, absent any specific instruction in the proxies solicited by the Board, the proxies will be voted in the sole discretion of the proxy holders to effect the election of all 11 of the Board’s nominees, or as many thereof as possible if any persons are nominated other than by the Board. In the event that any of the Board’s nominees are unable to serve as directors, it is intended that each proxy will be voted for the election of such substitute nominees, if any, as shall be designated by the Board. Alternatively, the Board may reduce the size of the Board. To the best of its knowledge, the Company has no reason to believe that any of the nominees will be unable to serve as directors.

<u>Name</u>	<u>Biographical Information</u>	<u>Age</u>
Edward G. Francis	Ed has over 30 years of banking and financial institution experience and is Chairman of the Board, President and Chief Executive Officer for InBankshares and InBank. Previously, he held the position of Executive Vice President and Chief Banking Officer at Hancock Whitney and led both retail and commercial banking divisions. Ed also served on Hancock Whitney’s Executive Management Committee for more than 10 years as assets grew from \$5 billion to over \$25 billion. He holds a B.S. in Managerial Finance from the University of Mississippi and matriculated from the Graduate School of Banking at LSU. Ed also serves on the board for Firefly Autism in Denver.	54
David Rainer	Dave is the former Chairman and CEO of California United Bank, a community bank he founded and grew to over \$3 billion in assets and core NIB deposits >50% at time of sale. He has 35 years of banking experience in executive positions at both national and community banks, including U.S. Bank. Dave has served on the Federal Reserve Bank of San Francisco and Los Angeles branch board of directors. He has an MBA from University of Southern California.	63

<u>Name</u>	<u>Biographical Information</u>	<u>Age</u>
Stan Viner	Stan is the President of SJViner & Associates. He has more than 35 years in the financial services industry. Prior to founding his company in 2017, he was the General Manager/National Sales of Banking at Jack Henry & Associates. Stan held this role for over 15 years - after nearly 28 years, he retired from Jack Henry. Stan has a BBA from Ole Miss and a Managerial Leadership Certificate from the University of Texas/McCombs School of Business. He is an instructor at the Graduate School of Banking at Colorado (Boulder). Stan also serves as a Consultant/Strategist for the William Mills Agency in Atlanta - one of the largest PR firms in the Financial Industry. Additionally, he works with Fintech companies to fine-tune their branding, sales design and overall go-to-market strategy.	63
Eric Donnelly.....	Eric is CEO of Capital Plus Financial which through its holding company, Crossroads Systems, is the first publicly traded Community Development Financial Institution (CDFI), providing affordable housing and mortgage financing to Hispanic communities. He has 20 years of expertise in banking and specialty finance focusing on small business, consumers, CRE, and helped start a de novo community bank in Houston. Eric has a B.A. from SMU and is a graduate of The Center for Houston's Future Leadership Program and Stanford Latino Entrepreneur Scaling Program.	45
Lisa Narrell Mead	Lisa is the CEO of Everett Advisory Partners, a financial services advisory firm. She has extensive private law practice and corporate management experience, as well as 15 years of banking experience as Chief Employment Counsel at Regions Bank and Founding Executive of Cadence Bank. Lisa has a B.S. from Birmingham-Southern College and a JD from Emory University.	56
Bob Graf	Bob is a Director of Intermountain Rural Electric Associate and Advisory Director for InBank. He was the Founder and CEO of a Denver-area bank holding company that was sold to a national banking organization. Bob has over 40 years of experience in commercial banking and finance.	79
Travis Conway	Travis is a Founding Partner of Rallyday Partners, a Colorado-based private equity middle market-focused firm. He is the former President and Managing Director of SDR Ventures, a Colorado-based boutique middle market investment bank. Travis has significant litigation and dispute advisory experience from Navigant Consulting and Ernst & Young.	42

<u>Name</u>	<u>Biographical Information</u>	<u>Age</u>
Rick Trice	Rick is a former Executive Officer and Senior Credit Officer for InBank. He has over 38 years of experience in commercial banking and investments, including Sunwest Bank, Bank of America and SunAmerica Securities. He serves on various community philanthropic boards, including The Whited Foundation and Santa Fe Trail School for the Performing Arts. Richard is a graduate of the New Mexico School of Banking, Western States Agricultural School of Banking and Stonier Graduate School of Banking.	67
Don Bechter	Don is Partner and Managing Director at RMB Capital, a Denver-based wealth and investment management firm with over \$9B in assets. He is the former Managing Director and head of RBC Capital Market's telecom group where he gained extensive M&A experience. He has a bachelor's degree from the University of Colorado, an MBA from Kellogg School of Management at Northwestern University, and is a Chartered Financial Analyst ® (CFA).	57
Scott Reed	Scott is a Partner, Director and Co-Founder of BankCap Partners, a private equity firm focused on financial services. He has 20 years in financial services and strategic consulting, including Bain and Bear Stearns. Scott has a B.S. and B.A. from the University of Virginia, and an MBA from the Amos Tuck School of Business at Dartmouth College.	50
Wil Armstrong	Wil is Chairman and CEO of Three Tree Capital, a privately held investment company focused on venture capital, early stage growth companies, and private equity. He is the former Chairman of Cherry Creek Mortgage Company, a nationally ranked residential mortgage bank and a former board member of Colorado Community Bank and Heritage Bank. Wil has a BBA from James Madison University.	53

The Board of Directors' Recommendation

The Board recommends that holders of Common Stock vote **FOR** each of the nominees listed above. Each holder of Common Stock is entitled to one vote for each share held. Unless a contrary choice is specified, proxies solicited by the Board will be voted **FOR** each nominee above.

OTHER MATTERS

Management does not know of any other matters to be presented at the meeting, but should other matters properly come before the meeting, the proxy holders will vote on such matters in accordance with their best judgment.

Dated: June 18, 2020