

LAKE RIDGE BANCORP, INC.
6430 Bridge Road
Monona, Wisconsin 53713

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD JUNE 12, 2024

TO THE SHAREHOLDERS OF LAKE RIDGE BANCORP, INC.:

You are invited to attend an annual meeting of the shareholders of Lake Ridge Bancorp, Inc. (“Lake Ridge Bancorp,” the “Company,” “we,” “our” or “us”), to be held on June 12, 2024, at 6:00 p.m., local time at the Madison Marriott West, 1313 John Q. Hammons Drive, Middleton, Wisconsin.

At this year’s annual meeting, you will be asked to consider and vote upon the following proposals:

1. to elect two (2) Class I directors;
2. to elect four (4) Class II directors;
3. to ratify the appointment of Wipfli LLP as the Company’s independent registered public accounting firm; and
4. to transact such other business as may properly be brought before the annual meeting and any adjournments thereof.

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. All shareholders who own our common stock (the “common stock”) at 5:00 p.m. on March 20, 2024, our record date, are entitled to notice of, and to vote at, the annual meeting and any adjournment or postponement of the annual meeting.

You are cordially invited to attend the annual meeting in person. However, to ensure that your shares of common stock are voted according to your wishes and that a quorum is present at the annual meeting, please complete, sign, and return the enclosed proxy card as promptly as possible, or use Internet or telephone voting according to the instructions on the proxy card. Sending in your proxy will not prevent you from voting your shares of common stock at the annual 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 annual meeting in the manner described in the section of the proxy statement titled “*General Information About the Annual Meeting – Voting at the annual meeting; solicitation and revocation of proxies.*” Any signed but unmarked proxy card that we receive will be voted “FOR” the proposal to elect the nominees to Class I and the nominees to Class II of the Company’s board of directors and “FOR” the ratification of the appointment of Wipfli LLP as the Company’s independent registered public accounting firm. The Company’s board of directors recommends that you vote “FOR” each of the persons nominated to serve as Class I directors, vote “FOR” each of the persons nominated to serve as Class II directors and vote “FOR” the ratification of the appointment of Wipfli LLP as the Company’s independent registered public accounting firm.

Upon recommendation by our Board of Directors



James L. Tubbs
Chief Executive Officer

March 20, 2024
Monona, Wisconsin

LAKE RIDGE BANCORP, INC.
6430 Bridge Road
Monona, Wisconsin 53713

PROXY STATEMENT FOR
ANNUAL MEETING OF SHAREHOLDERS

When we refer in this document to “Lake Ridge Bancorp,” “the Company,” “we,” “our” and “us,” we are referring to Lake Ridge Bancorp, Inc., unless the context indicates otherwise. When we refer in this document to “the Bank” or “our banking subsidiary,” we are referring to Lake Ridge Bank, unless the context indicates otherwise.

This document serves as a proxy statement for the annual meeting of the shareholders of the Company. The proxy statement is being furnished to you in connection with the solicitation of proxies by our board of directors for use at the annual meeting of the shareholders of the Company called for the purpose of considering and voting upon the following proposals: (i) the election of two (2) nominees to serve as Class I directors of the Company; (ii) the election of four (4) nominees to serve as Class II directors of the Company; and (iii) to ratify the appointment of Wipfli LLP as the Company’s independent registered public accounting firm.

This proxy statement contains important information about the proposal to be considered at the annual meeting, including detailed information about the annual meeting. We urge you to read this proxy statement carefully.

Our address is 6430 Bridge Road, Monona, Wisconsin 53713, and our telephone number is (608) 223-2187. The date of this proxy statement is March 20, 2024.

GENERAL INFORMATION ABOUT THE ANNUAL MEETING

Date, time and place of the annual meeting

The annual meeting will be held on June 12, 2024, at 6:00 p.m., local time at the Madison Marriott West, 1313 John Q. Hammons Drive, Middleton, Wisconsin.

Purpose of the annual meeting

At this year's annual meeting, you will be asked to consider and vote upon: (i) a proposal to elect two (2) Class I directors; (ii) four (4) Class II directors; and (iii) to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm. Shareholders will have an opportunity to ask questions. The proposals are described in more detail in this proxy statement, which you should read carefully in its entirety before voting.

Voting at the annual meeting; solicitation and revocation of proxies

Our shareholders of record on March 20, 2024, the record date, are entitled to notice of and to vote at the annual meeting. On the record date, there were 1,962,686.094 shares of common stock outstanding, which were held of record by 1,352 shareholders.

In order for business to be conducted at the annual meeting, a quorum must be present. A quorum consists of a majority of our common stock entitled to vote and represent in person or by proxy at the annual meeting, or 1,000,969.86 shares. Our 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 one or more of the matters to be acted upon) will be counted for purposes of determining whether a quorum exists. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum. If a quorum does not exist, the annual meeting will be adjourned until a quorum is obtained. Accordingly, we urge you to vote by proxy even if you plan to attend the annual meeting so that we will know as soon as possible that enough votes will be present for us to hold the annual meeting.

You may vote by completing and returning the enclosed proxy card, by voting in person at the annual meeting, or use Internet or telephone voting according to the instructions on the proxy card. We encourage you to attend the annual meeting, and execution of the enclosed proxy will not affect your right to attend the annual 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 annual meeting so that we can transact business, we urge you to complete, sign and return the enclosed proxy card to us as promptly as possible, or use Internet or telephone voting according to the instructions on the proxy card.

Voting by Proxy. If you vote by proxy, your proxy will be voted in accordance with your instructions. If you execute a proxy card, but do not specify a choice with respect to the proposals to be considered at the annual meeting, your proxy will be voted "FOR" the persons nominated by our board of directors to serve as Class I directors and Class II directors, and "FOR" the proposal to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm. The board of directors does not know of any other matters to be presented for a vote at the annual meeting other than the proposal described herein.

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

Revocation of Proxies. You may change your vote by revoking your proxy in either of the following ways:

- by providing a written notice of revocation to Joanne Bell, the Company’s investor services contact, at or before the date of the annual meeting; or
- by completing, signing and dating another proxy card and filing it with Joanne Bell, the Company’s investor services contact, at or before the date of the annual meeting.
- by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically and following the instructions indicated on the proxy card; or
- by attending the annual meeting and voting.

Mere attendance at the annual meeting of the shareholders will not of itself revoke a proxy. To be effective, a new proxy card or written revocation must be received by Joanne Bell, the Company’s investor services contact, prior to the Chairman of the Board calling the annual meeting to order. If the annual meeting is postponed or adjourned, your proxy will continue to be effective and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until the annual meeting is called to order. If you choose to mail the proxy revocation, it should be mailed to Lake Ridge Bancorp, Inc., 8301 University Avenue, Middleton, WI 53562, Attn: Joanne Bell.

If you have any questions about the annual meeting or any proposal to be considered by the shareholders at the annual meeting or if you need additional copies of the enclosed materials or the proxy statement, you should contact Joanne Bell at Lake Ridge Bancorp, Inc., 8301 University Avenue, Middleton, WI 53562. Ms. Bell’s telephone number is (608) 223-2187.

Shares registered in another name. If your shares are not registered in your name, you will need to bring appropriate documentation from the record shareholder to vote in person at the annual meeting. If you have any questions regarding the documentation required, please contact Joanne Bell, (608) 223-2187. If your shares are registered in “street name” (*i.e.*, in the name of a broker, bank or other record holder), you must either direct the record holder of your shares as to how to vote your shares or obtain a proxy from the record holder to vote at the annual meeting. Your broker will not vote your shares for you unless you provide instructions to your broker on how to vote. It is important that you follow the directions provided by your broker regarding how to instruct your broker to vote your shares.

Vote required

You will have one vote for every share of common stock you owned on March 20, 2024, which is the record date for the annual meeting. If a quorum is present at the annual meeting, a plurality of the votes cast, in person or by proxy, is necessary to elect the Class I and Class II nominees to the board of directors. This means that the two (2) directors receiving the most votes will be elected to Class I of our Board of Directors and the four (4) directors receiving the most votes will be elected to Class II of our Board of Directors. A “withhold” vote will have no effect on the election of directors. If a quorum is present at the annual meeting, a majority of the votes cast, in person or by proxy, is necessary to ratify the appointment of Wipfli LLP as the Company’s independent registered public accounting firm. For these purposes, a “majority” means more votes are cast “for” than “against.”

Abstentions and broker non-votes will not have an effect on the outcome of the proposal to elect the Class I or Class II nominees to the board of directors, or the proposal to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm.

Our board of directors recommends that you vote "FOR" the proposal of the election of Class I and Class II directors under consideration at the annual meeting and "FOR" the proposal to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm. If you return a signed proxy card but do not indicate how you want to vote, the persons named in the enclosed proxy will vote the shares represented by the proxy "FOR" each of the proposals presented at the annual meeting, unless you indicate otherwise by marking your proxy to that effect.

How to vote the proxy

The proxy card accompanying this proxy statement is solicited on behalf of our board of directors for use at the annual meeting. We encourage you to attend the annual meeting, and execution of a proxy will not affect your rights to attend the annual meeting or to vote in person. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the annual meeting so that we can transact business, you are urged to complete, sign and return the enclosed proxy card as promptly as possible in the enclosed, self-addressed, stamped envelope.

Please complete, date and sign the accompanying proxy card and promptly return it in the enclosed envelope or otherwise mail it to: Lake Ridge Bancorp, Inc., 8301 University Avenue, Middleton, WI 53562, Attn: Joanne Bell, or use Internet or telephone voting according to the instructions on the proxy card. All properly signed proxies that we receive before the vote being taken at the annual meeting will be voted as you have indicated on the proxy unless you revoke the proxy before its exercise.

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

Our board of directors' recommendation

Our board of directors has approved the Class I nominees and Class II nominees to the board of directors and recommends that you vote "FOR" the director election proposal considered at this year's annual meeting and "FOR" the proposal to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm.

PROPOSAL 1: ELECTION OF DIRECTORS

The directors elected at the 2023 annual meeting will hold office until the 2026 annual meeting of shareholders or until such director's successors shall be elected and qualified, or upon his earlier death, resignation or removal from office.

Nominees for Class I directors

The Company's board of directors has nominated the following two (2) individuals to serve as Class I directors of the Company:

Mark Burish

Pete Gunderson

The Company's board of directors has nominated the following four (4) individuals to serve as Class II directors of the Company:

Cathy Durham

Steve Eager

Chris Homburg

Jim Tubbs

The nominees have indicated a willingness to serve, if elected, but if any nominee should be unable or unwilling to serve, proxies may be voted for a substitute nominee designated by the board of directors.

Information about individual nominees

The following paragraphs include biographical information about each of the nominees to our board of directors:

Mark Burish – Director – Director Burish

Mark Burish is a director of Lake Ridge Bancorp, Inc., as well as a founder and shareholder of the law firm of Hurley, Burish S.C. Madison, Wisconsin, which he helped start in 1983. He serves on the board of several businesses including Mortenson Investment Group and Forward Health Group. He is the founder and past owner of Our House Senior Living, LLC, Milestone Senior Living, LLC which he started in 1997. He is the managing member of Rare Steak Houses located in Madison and Milwaukee Wisconsin and Washington, D.C.

Pete Gunderson – Director – Director Gunderson

Pete Gunderson is a director of Lake Ridge Bank, as well as the President and a Partner, along with his son Matthew, of Gunderson Funeral Homes. This four generational, 102-year-old family-owned business, has grown to nine (9) locations in Dane and Columbia Counties. While Pete grew up in the Monona and East Madison area, he has been a longtime Middleton area resident. He was also a co-Founder of Middleton Community Bank. Pete has been active in many local service clubs, organizations, and charities for which he has held a variety of officer positions.

Cathy Durham – Director – Director Durham

Cathy Durham began her service as a director for SBCP Bancorp, Inc. in January 2016 and continues as a director for both Lake Ridge Bancorp, Inc., and the bank. She is past President of Capital Valuation Group. She holds a Bachelor of Arts degree from Washington State University and a Master of Business Administration degree from UW-Madison. Ms. Durham has also earned the Accredited Senior Analyst designation from the American Society of Appraisers.

Steve Eager – Director – Director Eager

Steve Eager has been a director of SBCP Bancorp Inc. & State Bank of Cross Plains, since June 2019 and continues his service as a Director for Lake Ridge Bancorp, Inc. with its establishment in October 2022. In addition to being on the board he is Market President for the Bank. Steve serves the Banking industry as a member of the Wisconsin Bankers Association’s Legislative Committee. Furthermore, Mr. Eager also serves his community as Supervisor 2 for the Magnolia Town Board in Rock County Wisconsin. He holds a Bachelor of Arts degree from the University of Minnesota, Twin Cities and is a Graduate of the Graduate School of Banking at UW Madison.

Chris Homburg – Director – Director Homburg

Chris Homburg joined the Board of Monona Bank in 2015 and continues as a Director for Lake Ridge Bancorp, Inc., and the bank. Chris has worked at Homburg Contractors since its founding and currently serves as its President. Chris has served on the City of Monona Planning Commission since the mid-1990s. He is a graduate of the University of Wisconsin-Madison with a degree in Civil and Environmental Engineering. Chris lives in Monona with his family and has been very active in our communities for many years.

Jim Tubbs – Director – Director Tubbs

Jim Tubbs served as President & CEO of State Bank of Cross Plains since July 2011, and has been with the Bank since November 1995. He now assumes the role of CEO for Lake Ridge Bank & CEO for Lake Ridge Bancorp, Inc. He is currently on the Board of Downtown Madison, Inc. and recently completed his term as a director for Bankers’ Bank of Wisconsin and Bishops Bay Country Club. He has also been a past director for the Wisconsin Bankers Association and Community Bankers of Wisconsin.

Vote required to elect nominees

If a quorum is present at the annual meeting, a plurality of the votes cast, in person or by proxy, is necessary to elect the nominees to Class I and Class II of the board of directors. This means that the two (2) directors receiving the most votes will be elected to Class I of our board of directors, as well as, the four (4) directors receiving the most votes will be elected to Class II of our board of directors.

Our board of directors recommends that you vote “FOR” the proposal to elect the nominees listed above to our board of directors. If you return a signed proxy card, the persons named in the enclosed proxy card will vote “FOR” the proposal to elect the nominees listed above to Class I and Class II of our board of directors, unless you withhold authority to vote “FOR” the proposal to elect the nominees listed above to Class I and Class II of our board of directors by marking your proxy card to that effect.

PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

With the approval of the Board of Directors, Wipfli LLP has been appointed as the independent registered public accounting firm for the Company and the Bank for the current fiscal year ending December 31, 2024. Wipfli LLP will continue as the independent registered public accounting firm for the Company and the Bank. The board of directors’ decision was based primarily on satisfactory completion of the prior year’s accounting and tax filing. Wipfli LLP has advised the Company that neither the firm nor any of its principals has any direct or material interest in the Company or the Bank except as auditors and independent public accountants of the Company or the Bank.

Shareholder ratification of the confirmation of Wipfli LLP as the Company's independent registered public accounting firm is not required by our Bylaws or otherwise. In the event a majority of votes cast are against or abstain from ratification of the appointment of Wipfli LLP, the board of directors may consider the vote and the reasons therefore in future decisions on its appointment of the Company's independent registered public accounting firm. Even if the appointment of Wipfli LLP is ratified, the board of directors may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time if it is determined that such a change would be in the best interests of the Company.

Vote Required to Ratify Wipfli LLP as the Company's Independent Registered Public Accounting Firm

You are being asked to vote to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm. If a quorum exists at the Annual Meeting, the affirmative vote of shareholders owning a majority of the votes cast, in person or by proxy, is required to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm. For these purposes, a "majority" means more votes are cast "for" than "against."

Our board of directors recommends that you vote "FOR" the proposal to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm. If you return a signed proxy card, the persons named in the enclosed proxy card will vote "FOR" the proposal to ratify the appointment of Wipfli LLP as the Company's independent registered public accounting firm, unless you specify otherwise by marking your proxy card to that effect.

MANAGEMENT

General

Our directors are elected by our shareholders at our annual meeting and hold office for a term ending on the date of the annual meeting at which such class of directors is standing for election, or until their successors are chosen and qualified. Our officers are appointed by our board of directors and hold office at the board of directors' discretion. The business address and telephone number of each director is c/o Lake Ridge Bancorp, Inc., 6430 Bridge Road, Monona, Wisconsin 53713, (608) 223-2187.

Board Composition

As of the date of this proxy statement, our Company's board of directors has twelve (12) members, divided into three classes, Class I, Class II and Class III as follows:

- The Class I directors are Paul Hoffmann and Stephen Grundahl, and their term will expire at the annual meeting of shareholders to be held in 2026;
- The Class II directors are Mark Burish, Chris Homburg, James Tubbs, Stephen Eager and Catherine Durham, and their term will expire at the annual meeting of shareholders to be held in 2024; and
- The Class III directors are Mike Blake, Ron Krantz, Tom Gannon, Samuel Ballweg and Vernon Jesse, and their term will expire at the annual meeting of shareholders to be held in 2025.

OTHER BUSINESS

As of the date of this proxy statement, the Company and our board of directors know of no business that is likely to be brought before the annual meeting of the shareholders. If other matters are presented by the Company, however, the proxy will be voted in accordance with the best judgment of the proxy holders with respect to such matters.

