

AMERICAN BUSINESS BANK

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

June 25, 2025

INTRODUCTION

This proxy statement is furnished in connection with the solicitation of proxies for use at the 2025 Annual Meeting of Shareholders of American Business Bank (the “Bank”) to be held at Bank’s headquarters located at 400 South Hope Street, Suite 300, Los Angeles, California, on Thursday, June 25 at 8:30 a.m., Pacific Daylight Time and at any and all adjournments thereof. We intend to hold our annual meeting in person consistent with the requirements of the California Corporations Code.

The stock symbol for American Business Bank is AMBZ, and its CUSIP# is 02475L105.

We have fixed the close of business on April 28, 2025 as the record date for the determination of shareholders entitled to notice of and to vote at the Bank’s annual meeting and any postponement or adjournment thereof.

General Information

Voting By Proxy. Whether or not you plan to attend the annual meeting, you may submit a proxy to vote your shares via Internet, telephone or mail as more fully described below:

- By Internet: Go to www.proxyvote.com and follow the instructions. You will need information from your proxy card or electronic delivery notice to submit your proxy.
- By Telephone: Call **1-800-690-6903** and follow the voice prompts. You will need information from your proxy card or electronic delivery notice to submit your proxy.
- By Mail: Mark your vote, sign your name exactly as it appears on your proxy card, date your proxy card and return it in the envelope provided.

If a bank, broker or other nominee holds your shares, you will receive voting instructions directly from the holder of record. All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via Internet or telephone. If you properly submit a proxy without giving specific voting instructions, your shares will be voted in accordance with the board of directors’ recommendations “FOR”:

- Proposal 1: Election of eleven (11) persons named in this proxy statement to the board of directors of the Bank to serve until the 2026 Annual Meeting of Shareholders and until their successors are elected and have been qualified; and

- Proposal 2: Ratification of RSM US LLP as the Bank’s independent public accountants for 2025.

Please note that, in accordance with California law, in order to cast your votes on any matters to be considered at our annual meeting or otherwise to be present for purposes of California law, please either (i) vote in advance by internet, telephone or return of your proxy card or (ii) vote in person by attending the annual meeting at its designated location.

If other matters properly come before the annual meeting, the persons appointed to vote the proxies will vote on such matters in accordance with their best judgment. Such persons also have discretionary authority to vote to adjourn the annual meeting, including for the purpose of soliciting proxies to vote in accordance with the Bank’s board of directors’ recommendations on any of the above items.

Revocability of Proxies

You may revoke your proxy at any time before it is exercised by:

- delivering written notice of revocation to the Corporate Secretary;
- executing a proxy of a later date and mailing it to the Bank;
- casting a new vote by telephone or Internet; or
- voting in person at the annual meeting if you are the record holder.

If you are a street name shareholder and you voted by proxy, you may revoke your proxy by informing the holder of record in accordance with that entity’s procedures.

Persons Making the Solicitation

This solicitation of proxies is being made by the Bank’s board of directors. The expense of preparing, assembling, printing and mailing this proxy statement and the materials used in the solicitation of proxies for the annual meeting will be borne by the Bank. It is contemplated that proxies will be solicited principally through the mail, but directors, officers and employees of the Bank may solicit proxies personally or by telephone, without receiving special compensation therefore.

VOTING SECURITIES

There were issued and outstanding 9,041,126 shares of the Bank’s common stock on April 28, 2025, which has been fixed as the record date for determining shareholders entitled to notice of, and to vote at, the annual meeting (the “record date”). On any matter submitted to the vote of the shareholders, each holder of the Bank’s common stock will be entitled to one vote, in person or by proxy, for each share of common stock he or she held of record on the books of the Bank as of the record date. In the election of directors, shares may be voted cumulatively if a shareholder present at the annual meeting gives notice at the annual meeting, prior to the voting for election of directors, of his or her intention to vote cumulatively. If any shareholder of the Bank gives such notice, then all shareholders eligible to vote will be entitled to cumulate their shares in voting for election of directors. Cumulative voting allows a shareholder to cast votes equal to the number of shares held in his or her name as of the record date, multiplied by the number of directors to be elected. These votes may be cast for any one nominee or may be distributed among as many nominees as the shareholder sees fit. If cumulative voting is declared at the annual meeting, votes represented by proxies delivered pursuant to

this proxy statement may be cumulated in the discretion of the proxies, in accordance with management's recommendation.

SHAREHOLDINGS OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 1, 2025, the number and percentage of shares of the Bank's outstanding common stock beneficially owned, directly or indirectly, by each of the Bank's directors and by the directors and officers of the Bank as a group.

<u>Directors</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Leon I. Blankstein	126,324	1.4%
Donald P. Johnson	219,131 ⁽¹⁾	2.4%
Gaurav Malhotra	13,419	*
Edith Matthai	14,243	*
Trent D. Merrill	24,221	*
Thomas R. Powledge	1,816	*
Javier Sanchez	7,975	*
Robert F. Schack	332,347 ⁽²⁾	3.7%
Jon H. Schlobohm	12,376	*
Robert I. Usdan	154,000 ⁽³⁾	1.7%
Pasy Wang	9,214	*
Directors and Officers as a group (numbering 15)	1,039,384	11.5%

* Less than 1%.

- (1) Mr. Johnson has shared voting and investment powers as to 144,804 of these shares.
- (2) Mr. Schack has shared voting and investment powers for all shares.
- (3) Mr. Usdan has shared voting and investment powers as to 150,000 of these shares.

OWNER OF MORE THAN FIVE PERCENT

The following table sets forth, as of April 1, 2025, the beneficial owner of more than five percent of the outstanding stock of the Bank's common stock.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
1st & Main Growth Partners 150 S. Wacker Drive, Suite 2725 Chicago, IL 60606	555,133 (1)	6.1%

(1) Based on a Schedule 13F filed by 1st & Main Growth Partners (formerly known as Banc Funds Company LLC) with position data as of December 31, 2024.

PROPOSAL 1 ELECTION OF DIRECTORS

Nominees

The Bank's Bylaws provide that the number of directors of the Bank shall not be less than seven (7) nor more than thirteen (13) until changed by an amendment to the Bylaws adopted by the Bank's shareholders. The board of directors has fixed the exact number of directors at eleven (11).

The persons named below, all of whom are currently members of the Bank's board of directors, will be nominated for election as directors at the annual meeting to serve until the 2026 Annual Meeting of Shareholders and until their successors are elected and have qualified. Votes of the proxies will be cast in such a manner as to affect the election of all eleven (11) nominees, as appropriate (or as many thereof as possible under the rules of cumulative voting). The eleven nominees for directors receiving the most votes will be elected directors. In the event any of the nominees should be unable to serve as a director, it is intended that the proxy will be voted for the election of such substitute nominee, if any, as shall be designated by the Bank's board of directors. The Bank's board of directors has no reason to believe that any of the nominees named below will be unable to serve if elected. Additional nominations for directors may only be made by complying with the nomination procedures which are included in the Notice of Annual Meeting of Shareholders accompanying this proxy statement.

The following table sets forth, as of April 1, 2025, the names of, and certain information concerning, the persons nominated by the Bank’s board of directors for election as directors of the Bank.

<p>Leon I. Blankstein <i>Chief Executive Officer</i> Age: 65 Director Since: 2011</p>	<p>Leon Blankstein has served as Chief Executive Officer of the bank since 2013. He is a co-founder and has been a Senior Executive Officer of the Bank since its founding in 1998. His banking career began in 1982 at Bank of America in his role as Loan Officer. Following his time with Bank of America, he served at 1st Business Bank as Corporate Banking Officer. Mr. Blankstein serves on the board for the Los Angeles Jewish Home. He attended the University of Southern California and earned a Bachelor of Science in Economics.</p>
<p>Donald P. Johnson <i>Vice Chairman</i> Age: 79 Director Since: 1998</p>	<p>Donald P. Johnson, Vice Chairman of the Board and original founding member and organizer of American Business Bank. He also previously served as Chief Executive Officer and President of the Bank from 1998 to 2013. Mr. Johnson is a past board member of the California Banking Committee and California Bankers Association. Mr. Johnson obtained his undergraduate degree in 1968 from the University of North Carolina. He earned his MBA at Pepperdine University in 1977. Mr. Johnson was a commissioned naval officer and served a tour of duty in the Vietnam war.</p>
<p>Gaurav Malhotra <i>Independent</i> Age: 50 Director Since: 2015</p>	<p>Gaurav Malhotra is an audit partner and has been with the accounting firm Lucas Horsfall for over 25 years. He works with middle market companies with revenues up to \$400 million and specializes in businesses with international operations. He advises clients year-round on tax law changes, reviewing merger acquisition opportunities, helping improve internal control structures and other processes. Mr. Malhotra provides audit and consulting services to non-profits and takes joy in helping people who help the world. Mr. Malhotra was born in India and came to the U.S. to attend University of California, Los Angeles. He is a part of the American Institute of Certified Public Accountants and California Society of Certified Public Accountants.</p>
<p>Edith R. Matthai <i>Independent</i> Age: 74 Director Since: 2013</p>	<p>Edith Matthai is a Neutral with Judicial Arbitration and Mediation Services (JAMS) since December 2023. Before joining JAMS, she practiced law for over 35 years with Robie & Matthai as a trial lawyer specializing in representation of attorneys in malpractice actions. She handled matters arising from nearly every field of practice including complex business transactions and litigation, probate and family law proceedings, securities, intellectual property and bankruptcy proceedings. She is a fellow of the American College of Trial lawyers and in 2008 was named “Trial Lawyer of the Year” by the Litigation Section of the California State Bar. Ms. Matthai is a past president of the Los Angeles County Bar Association, the California Defense Counsel, The Association of Southern California Defense Counsel, and the Los Angeles Chapter of ABOTA.</p>

<p>Trent D. Merrill <i>Audit Committee Chairman</i> Age: 71 Director Since: 1998</p>	<p>Trent Merrill is the CEO of Triple R Group, a brokerage firm that specializes in sourcing new store locations for retailers. Mr. Merrill began his career with Ernst and Young, specializing in financial services for closely held companies. In 1995, he served as Executive Vice President for Baby Guess, where he managed all financial, banking and operational functions for the clothing retailer. In 1997, he became the Executive Vice President of Lucky Brand Dungarees. In 2004, Mr. Merrill became the Head of Real Estate & Construction for Liz Claiborne and over saw the retail expansion for several companies including Juicy Couture, Kate Spade and Lucky Brand Jeans. From 2014 until 2023, Mr. Merrill was the co-founder and part owner of Indian Motorcycle, Orange County. He graduated from the University of Southern California and earned a bachelor’s degree in business administration. Mr. Merrill is also a certified public accountant and the financial expert of the Board.</p>
<p>Thomas R. Powledge <i>Director</i> Age: 53 Director Since: 2023</p>	<p>Tom Powledge has over 30 years of experience in cybersecurity and currently serves as a senior industry analyst at Gartner. Prior to Gartner, he served as Chief Product Officer of Trustwave Holdings, Inc., a global provider of cybersecurity products and services for medium and large enterprises. Mr. Powledge formerly served as an operating executive and divisional general manager for Hewlett Packard Enterprise, Cisco Systems and Symantec Corporation. In these roles, Mr. Powledge was responsible for the creation, delivery and financial performance of cybersecurity products and services. He attended the General Management Program at Harvard Business School and the University of California at Santa Barbara. Mr. Powledge is the cybersecurity expert on the Board.</p>
<p>Javier Sanchez <i>Director</i> Age: 54 Director Since: 2019</p>	<p>Javier Sanchez is the co-owner, President and CEO of Jonathan Louis Int’l, one of the largest, fashion-forward furniture manufacturers in the United States with operations in Los Angeles, Mexico and North Carolina. He obtained his BS in Business Administration with an emphasis in Marketing from University of Southern California in 1992. He also sits on the board of the Fremont High School Alumni Foundation (his High School alma mater) to mentor and contribute to scholarships.</p>
<p>Robert F. Schack <i>Chairman Emeritus & Director</i> Age: 77 Director Since: 1998</p>	<p>Robert F. Schack was the founding Chairman of American Business Bank and has been in banking since the late 60’s beginning with Security Pacific Bank and 1st Business Bank. In 1998, he and the other four founding members formed American Business Bank. In addition to the American Business Bank board of directors, he serves as director and Audit Committee Chair of Dallas Capital Bank. He also serves as Vice Chairman of the board of directors with the Memorial Care Health System, and Finance Committee Chair of Long Beach Memorial Medical Center and Miller Children's and Women's Hospital.</p>

<p>Jon H. Schlobohm <i>Director</i></p> <p>Age: 86 Director Since: 1998</p>	<p>Jon Schlobohm retired in 2007 as President of National Corset Supply. He now lives in Santa Barbara. He and his brother grew National Corset Supply to be one of the largest family-owned lingerie businesses in the country. A former CPA, Jon graduated from University of California, Los Angeles and competed on the swim team. He is a private investor and has served on the Bank's board since 1998.</p>
<p>Robert I. Usdan <i>Chairman</i></p> <p>Age: 59 Director Since: 2012</p>	<p>Robert I. Usdan is a Senior Advisor at Endicott Capital, a private equity firm in New York that currently specializes in the data and information services industry. He is also co-founder of its predecessor company, The Endicott Group. Since Endicott's founding in 1996, he has been instrumental in leading the firms' hedge and private equity investment funds in the financial services industry. He also served as an Associate Director at Sandler O'Neill prior to his time at Endicott. Mr. Usdan has extensive experience working with management teams and Boards of Directors in executing operating strategies, implementing capital market and strategic transactions, and maximizing shareholder value. He has served on numerous public, private and non-profit Boards. He earned a Bachelor of Arts degree from the University of Virginia.</p>
<p>Pasy I. Wang <i>Director</i></p> <p>Age: 48 Director Since: 2019</p>	<p>Ms. Wang, CFA, is the Vice President, Chief Investment Officer for Cedars-Sinai. She previously served as the Senior Managing Director of Investments for California Institute of Technology Investment Office, which oversaw the university's \$4.5 billion endowment. Ms. Wang formerly co-managed a portfolio of opportunistic hedge funds for PAAMCO Prisma, a leading investment firm for institutional investors. Additionally, Ms. Wang serves as a director on the board of the Boys and Girls Club of Metro Los Angeles and the Levitt Family Foundation. She is a graduate of the University of California, Los Angeles and holds an MBA in Finance from Columbia Business School.</p>

The following table is a list of committees and their members as of April 1, 2025.

	ALCO / Investment	Compensation Nominating & Governance	Credit	Audit	Enterprise Risk & Compliance
Leon Blankstein	X	XO	X	A	XO
Don Johnson	X		CC	X	
Gaurav Malhotra	X	X		X	C
Edith Matthai		VC		X	X
Trent Merrill		X		C	X
Javier Sanchez		X	X		
Robert Schack	X		CC		X
Pasy Wang	C	X			X
Jon Schlobohm	X		X	X	
Tom Powledge ²	X			X	X
Robert Usdan ¹	XO	C	XO	XO	XO

C = Chairperson; CC= Co-Chairperson; VC= Vice Chairperson

X = Committee Member; XO = Ex-Oficio

¹ Chairperson to sit on all committees

² Board Advisory member to Mgmt. IT Steering Committee

The Bank’s board of directors recommends that the shareholders vote “FOR” all the above named nominees for election of directors.

**PROPOSAL 2:
RATIFICATION OF APPOINTMENT OF RSM US LLP AS
THE BANK'S INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

The firm of RSM US LLP served as the Bank’s independent certified public accountants for the year 2024. All services rendered by RSM US LLP for the year 2024 were approved by the Bank’s Board of Directors, which has determined the firm of RSM US LLP to be independent. The Bank’s Audit Committee pre-approved the fees for all services rendered by RSM US LLP.

Audit Fees

Aggregate audit fees billed by RSM US LLP to the Bank for the audit of the Bank’s annual financial statements for 2024 were \$246,750.

Tax Fees

There were no tax fees in 2024.

All Other Fees

There were no other fees billed by RSM US LLP to the Bank for 2024.

In the event the Bank's shareholders do not ratify the appointment of RSM US LLP as the Bank's independent certified public accountants for the forthcoming fiscal year, such appointment will be reconsidered by the Bank's Audit Committee and the Bank's Board of Directors.

Ratification of the appointment of RSM US LLP as the Bank's independent certified public accountants for fiscal year 2025 requires the affirmative vote of a majority of the outstanding shares of the Bank's common stock represented and voting at the meeting.

The Bank's board of directors recommends that the shareholders vote "FOR" ratification of the appointment of RSM US LLP as the Bank's independent certified public accountants for 2025.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Some of the Bank's directors and executive officers and their immediate families as well as the companies with which they may have interest in, have had loans with the Bank in the ordinary course of the Bank's business. In addition, the Bank expects to have loans with these persons in the future. In the Bank's management opinion, all these loans and commitments to lend were made in the ordinary course of business, were made in compliance with applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing for comparable transactions with other persons of similar creditworthiness and, in the opinion of management, did not involve more than a normal risk of collectability or present other unfavorable features.

OTHER MATTERS

Management does not know of any matters to be presented at the annual meeting other than those set forth above. However, if other matters come before the annual meeting, it is the intention of the persons named in the accompanying proxy to vote the shares represented by the proxy in accordance with the recommendations of management on such matters, and discretionary authority to do so is included in the proxy.

Dated: May 6, 2025

**BOARD OF DIRECTORS OF
AMERICAN BUSINESS BANK**

IT IS VERY IMPORTANT THAT EVERY SHAREHOLDER VOTES. WE URGE YOU TO VOTE BY INTERNET, TELEPHONE, OR SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON.

IN ORDER TO FACILITATE THE PROVIDING OF ADEQUATE ACCOMMODATIONS, PLEASE INDICATE ON THE PROXY WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING.