

**Cullman Bancorp, Inc.  
316 Second Avenue, S.W.  
Cullman, Alabama 35055  
(256) 734-1740**

**NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS**  
To Be Held On May 20, 2025

The 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of Cullman Bancorp, Inc. (the “Company”) will be held at the main office of Cullman Savings Bank, located at 316 Second Avenue S.W., Cullman, Alabama, on Tuesday, May 20, 2025 at 5:00 p.m., local time. Enclosed are a Proxy Card and a Proxy Statement for the Annual Meeting and the Company’s Annual Report for the year ended December 31, 2024.

The purpose of the Annual Meeting is to consider and vote upon:

1. The election of three directors to the Board of Directors;
2. The ratification of the appointment of Crowe LLP to serve as the independent registered public accounting firm for the Company for the year ending December 31, 2025; and

Such other matters as may properly come before the Annual Meeting, or any adjournments thereof. (Note: The Board of Directors is not aware of any other matters).

Any action may be taken on the foregoing proposals at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned. Stockholders of record at the close of business on March 24, 2025, are the stockholders entitled to vote at the Annual Meeting, and at any adjournments thereof.

EACH STOCKHOLDER, WHETHER HE OR SHE PLANS TO ATTEND THE ANNUAL MEETING, IS REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD WITHOUT DELAY IN THE ENCLOSED SELF-ADDRESSED, POSTAGE-PAID ENVELOPE. ANY PROXY GIVEN BY A STOCKHOLDER MAY BE REVOKED AT ANY TIME BEFORE IT IS EXERCISED. A PROXY MAY BE REVOKED BY FILING WITH THE SECRETARY OF THE COMPANY A WRITTEN REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE. ANY STOCKHOLDER PRESENT AT THE ANNUAL MEETING MAY REVOKE HIS OR HER PROXY AND VOTE PERSONALLY ON EACH MATTER BROUGHT BEFORE THE ANNUAL MEETING. HOWEVER, IF YOU ARE A STOCKHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER TO VOTE PERSONALLY AT THE ANNUAL MEETING. ATTENDANCE AT THE ANNUAL MEETING WILL NOT IN ITSELF CONSTITUTE REVOCATION OF YOUR PROXY.

By Order of the Board of Directors



Robin O'Berry  
Corporate Secretary

Cullman, Alabama  
April 16, 2025

**A SELF-ADDRESSED ENVELOPE FOR RETURNING YOUR PROXY IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.**

**Cullman Bancorp, Inc.  
316 Second Avenue, S.W.  
Cullman, Alabama 35055  
(256) 734-1740**

**PROXY STATEMENT  
FOR  
2025 ANNUAL MEETING OF STOCKHOLDERS**

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of Cullman Bancorp, Inc. (the “Company”) to be used at the 2025 Annual Meeting of Stockholders of the Company (the “Annual Meeting”), which will be held at the main office of Cullman Savings Bank, located at 316 Second Avenue S.W., Cullman, Alabama, on, Tuesday, May 20, 2025, at 5:00 p.m., local time, and all adjournments of the Annual Meeting. The accompanying Notice of Annual Meeting of Stockholders, the Proxy Card and this Proxy Statement are first being mailed on or about April 16, 2025 to stockholders of record as of the close of business on March 24, 2025.

**REVOCATION OF PROXIES**

Stockholders who execute proxies in the form solicited hereby retain the right to revoke them in the manner described below. Unless revoked, the shares represented by such proxies will be voted at the Annual Meeting and all adjournments thereof. Proxies solicited on behalf of the Board of Directors of the Company will be voted according to the instructions indicated thereon. **Where no instructions are indicated, validly executed and dated proxies will be voted “FOR” the proposals set forth in this Proxy Statement. If any other matters are properly brought before the Annual Meeting, the persons named in the accompanying proxy will vote the shares represented by such proxies on such matters in such manner as shall be determined by a majority of the Board of Directors.**

A proxy may be revoked at any time before its exercise by sending written notice of revocation to the Secretary of the Company at the address shown above, by delivering to the Company a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person. However, if you are a stockholder whose shares are not registered in your own name, you will need appropriate documentation from your record holder to vote personally at the Annual Meeting. The presence at the Annual Meeting of any stockholder who had returned a proxy shall not revoke such proxy unless the stockholder delivers his or her ballot in person at the Annual Meeting or delivers a written revocation to the Secretary of the Company before such proxy is voted.

**VOTING SECURITIES, QUORUM, AND COUNTING OF VOTES**

**Voting Securities**

Except as noted below, holders of record of the Company’s common stock, par value \$0.01 per share, as of the close of business on March 24, 2025 are entitled to one vote for each share then held. As of the close of business on March 24, 2025, the Company had 6,650,981 shares of common stock issued and outstanding.

The Company’s Articles of Incorporation provide that, subject to certain exceptions, record owners of the Company’s common stock that is beneficially owned by a person who beneficially owns in excess of 10% of the Company’s outstanding shares are not entitled to any vote in respect of the shares held in excess of the 10% limit.

**Quorum**

The presence in person or by proxy of holders of a majority of the total number of outstanding shares of common stock entitled to vote is necessary to constitute a quorum at the annual meeting. Abstentions and broker non-votes will be counted for purposes of determining that a quorum is present. In the event there are not sufficient votes for a quorum, or to approve or ratify any matter being presented at the time of the annual meeting, the annual meeting may be adjourned in order to permit the further solicitation of proxies.

## Method of Counting Votes

As to the election of directors, the proxy card being provided by the Board of Directors enables a stockholder: (i) to vote FOR ALL nominees proposed by the Board; (ii) to WITHHOLD for ALL nominees; or (iii) to vote FOR ALL EXCEPT one or more of the nominees being proposed. Directors are elected by a plurality of votes cast, without regard to either broker non-votes or proxies as to which the authority to vote for the nominees being proposed is withheld. Plurality means that individuals who receive the highest number of votes cast are elected, up to the maximum number of directors to be elected at the annual meeting.

As to the ratification of the appointment of Crowe LLP as our independent registered public accounting firm for the year ending December 31, 2025, by checking the appropriate box, a stockholder may: (i) vote FOR the ratification; (ii) vote AGAINST the ratification; or (iii) ABSTAIN from voting on the ratification. The ratification of this matter shall be determined by a majority of the votes cast on the matter. Broker non-votes and abstentions will not affect the outcome of the vote.

## Voting by Participants in the ESOP and by Holders of Non-Vested Restricted Stock

Participants in the Cullman Savings Bank Employee Stock Ownership Plan (the “ESOP”) will receive a vote authorization form for the plan that reflects all shares the participant may direct the trustees to vote on his or her behalf under the plan. Under the terms of the ESOP, the ESOP trustee votes all shares held by the ESOP, but each ESOP participant may direct the trustee how to vote the shares of Company common stock allocated to his or her account. The ESOP trustee will vote all unallocated shares of Company common stock held by the ESOP and allocated shares for which no voting instructions are received in the same proportion as shares for which it has received timely voting instructions. **The deadline for returning your ESOP Vote Authorization is Tuesday, May 13, 2025 at 5:00 p.m., local time.**

Pursuant to the terms of the Cullman Bancorp, Inc. 2020 Equity Incentive Plan and 2023 Equity Incentive Plan, a participant is entitled to vote the non-vested restricted shares of the Company’s common stock awarded to him or her.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of March 24, 2025, the beneficial ownership of shares of common stock of the Company held by our directors and executive officers, individually and as a group, and all individuals known to management to own more than 5% of our common stock at March 24, 2025. For purposes of this table, a person is deemed to be the beneficial owner of any shares of common stock over which he has, or shares, directly or indirectly, voting or investment power or as to which he or she has the right to acquire beneficial ownership at any time within 60 days after on March 24, 2025. The mailing address for each of our directors and executive officers is 316 Second Avenue S.W., Cullman, Alabama 35055.

	Number of Shares	Percent Outstanding <sup>(1)</sup>
<b>5% Beneficial Owners:</b>		
Cullman Savings Bank Employee Stock Ownership Plan .....	989,704	14.9%
316 Second Avenue SW Cullman, Alabama 35055		
John A. Riley, III, Chairman, President and Chief Executive Officer .....	577,877 <sup>(2) (9)</sup>	8.2%
<b>Directors:</b>		
Gregory T. Barksdale .....	100,462 <sup>(3)</sup>	1.4%
Chad T. Burks .....	89,715 <sup>(4)</sup>	1.3%
Dr. Paul D. Bussman .....	64,626 <sup>(5)</sup>	*
Nancy McClellan .....	121,747 <sup>(6)</sup>	1.7%
Lynne Morton .....	82,550 <sup>(7)</sup>	1.2%
Robin Parson .....	262,247 <sup>(8)</sup>	3.7%
<b>Executive Officers Who Are Not Directors:</b>		
T'aira Ugarkovich, Executive Vice President and Chief Operations Officer .....	197,626 <sup>(2) (10)</sup>	2.8%
Katrina Stephens, Senior Vice President and Chief Financial Officer .....	125,760 <sup>(11)</sup>	1.8%
All directors and executive officers as a group (9 persons) .....	1,622,610	24.4%

\* Less than 1%.

<sup>(1)</sup> Based on 6,650,981 shares outstanding at March 24, 2025.

<sup>(2)</sup> Mr. Riley and Ms. Ugarkovich are trustees of the Employee Stock Ownership Plan and are deemed to have beneficial ownership of the shares held by the Employee Stock Ownership Plan. Including such shares held by the Employee Stock Ownership Plan not already allocated to their accounts, Mr. Riley beneficially owned 1,057,253 shares of our common stock, or 15.9% of the outstanding shares as of March 24, 2025, and Ms. Ugarkovich beneficially owned 858,020 shares of our common stock, or 12.9% of the outstanding shares as of March 24, 2025.

<sup>(3)</sup> Includes 9,363 shares of unvested restricted stock and 13,636 unexercised stock options.

<sup>(4)</sup> Includes 9,363 shares of unvested restricted stock and 13,636 unexercised stock options and 50,000 shares of stock that are pledged as collateral.

<sup>(5)</sup> Includes 9,363 shares of unvested restricted stock, 13,636 unexercised stock options and 20,000 shares of stock that are pledged as collateral.

<sup>(6)</sup> Includes 9,363 shares of unvested restricted stock, 13,636 unexercised stock options and 50,000 shares of stock that are pledged as collateral.

<sup>(7)</sup> Includes 9,363 shares of unvested restricted stock and 13,636 unexercised stock options.

<sup>(8)</sup> Includes 12,099 shares of unvested restricted stock, 34,433 unexercised stock options and 100,339 shares held by the employee stock ownership plan.

<sup>(9)</sup> Includes 46,822 shares of unvested restricted stock, 90,342 unexercised stock options and 158,154 shares held by the employee stock ownership plan.

<sup>(10)</sup> Includes 28,094 shares of unvested restricted stock, 54,205 unexercised stock options, 13,273 shares held by the employee stock ownership plan and 56,000 shares that are pledged as collateral for a loan.

<sup>(11)</sup> Includes 16,912 shares of unvested restricted stock, 25,224 unexercised stock options, 17,353 shares held by the employee stock ownership plan and 40,000 shares of stock that are pledged as collateral for a loan.

<sup>(12)</sup> For purposes of this table, a person is deemed to be the beneficial owner of shares of common stock if he or she has shared voting or investment power with respect to the shares of common stock or has a right to acquire beneficial ownership at any time within 60 days from March 24, 2025. "Voting power" is the power to vote or direct the voting of shares, and "investment power" is the power to dispose of or direct the disposition of shares.

<sup>(13)</sup> As of March 24, 2025, 393,613 shares of common stock had been allocated to the accounts of executive officers under the ESOP. Shares of common stock allocated to the accounts of participants are voted according to instructions of the respective participants. Unallocated shares are voted by the ESOP trustee on a pro rata basis according to the voting instructions of plan participants.

## PROPOSAL 1 — ELECTION OF DIRECTORS

Our Board of Directors is comprised of seven members. Our Bylaws provide that directors are divided into three classes as nearly equal in number as possible, with one class of directors elected annually. Three directors have been nominated for election at the annual meeting to serve for a three-year period and until their respective successors shall have been elected and qualified. The Board of Directors has nominated John A. Riley, III, Robin Parson, and Chad T. Burks to serve as directors for three-year terms. Each nominee is currently a director of the Company.

The following sets forth certain information regarding the nominees, the other current members of our Board of Directors, and executive officers who are not directors, including the terms of office of board members. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to any nominee) will be voted at the annual meeting for the election of the proposed nominees. If a nominee is unable to serve, the shares represented by all such proxies will be voted for the election of such substitute as the Board of Directors may determine. Age information is as of December 31, 2024, and term as a director includes service with Cullman Savings Bank.

Each director of the Company is also a director of Cullman Savings Bank.

**The Board of Directors unanimously recommends a vote “FOR” all of the nominees for director.**

### ***Nominees for Director:***

***John A. Riley, III.*** Age 60. Mr. Riley has served as President and Chief Executive Officer of Cullman Savings Bank since 2006. He was initially employed by Cullman Savings Bank in 1993 as a loan officer and held several positions prior to being named Chief Executive Officer, including Senior Vice President for Lending, a position he held from 1999 to 2006. Director since 2000.

***Robin Parson.*** Age 58. Ms. Parson has served as Executive Vice President of Cullman Savings Bank since 2006. She was initially employed by Cullman Savings Bank in 1985 as a teller and held several positions, including Chief Operations Officer before being named Executive Vice President. Director since 2019.

***Chad T. Burks.*** Age 48. Mr. Burks has been the owner of Burks Brothers Pools since 2001. He is a commercial general contractor and owns several commercial rental properties in the Cullman area. Director since 2019.

### ***Directors with terms ending following the fiscal year ending December 31, 2025:***

***Nancy F. McClellan.*** Age 67. Ms. McClellan has been a lawyer in private practice since 1982. She is a partner with the law firm of Bland, Harris & McClellan, P.C., of Cullman, Alabama, and has served as attorney for Cullman Savings Bank since 2001. Director since 1999.

***Lynne Butler Morton.*** Age 48. Ms. Morton is a Territory Manager with TriGreen Equipment and has been involved with John Deere products since 2000. Ms. Morton is responsible for financial budgets, operation processes and human resources for all departments within her dealerships. Director since 2020.

### ***Directors with terms ending following the fiscal year ending December 31, 2026:***

***Gregory T. Barksdale.*** Age 58. Mr. Barksdale is a District Sales Manager for ALFA Insurance. He has been employed with ALFA Insurance since 2003. From 1991 until 2003, he was employed as a banker in Cullman County, and has expertise in consumer and commercial lending. Director since 2013.

***Dr. Paul D. Bussman.*** Age 68. Dr. Bussman has been a practicing dentist in Cullman since 1983. He also served as the Alabama State Senator for the 4<sup>th</sup> District (Cullman, Winston and Lawrence Counties) from 2010 to 2018. Director since 1994.

#### **Executive Officers Who Are Not Directors**

The following sets forth information regarding our executive officers who are not directors. Age information is as of December 31, 2024. Our executive officers are elected annually.

***T'aira Ugarkovich.*** Age 40. Ms. Ugarkovich has served as Executive Vice President and Chief Operations Officer of Cullman Savings Bank the past four years. Previously, Ms. Ugarkovich was our Chief Credit Officer. Ms. Ugarkovich is a 2017 graduate from Alabama Banking School. Ms. Ugarkovich has 16 years of banking experience. Prior to working at Cullman Savings Bank, Ms. Ugarkovich was a Credit Officer for four years and Treasury Management Officer for two years at Progress Bank. Ms. Ugarkovich has a Bachelor of Science degree in Finance from the University of Alabama in Huntsville.

***Katrina Stephens.*** Age 41. Ms. Stephens was named our Senior Vice President and Chief Financial Officer in 2015. Ms. Stephens is a 2018 graduate from Alabama Banking School. Ms. Stephens was previously a Senior Level Internal Auditor at Regions Bank, where she began working in 2011. Prior to Regions, Ms. Stephens worked as a Senior External Auditor at Pricewaterhouse Coopers, where she began working in 2007. Ms. Stephens has a Master of Accountancy degree from the University of Alabama and is a Certified Public Accountant.

#### **PROPOSAL 2 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Crowe LLP served as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2024. The Audit Committee has approved the engagement of Crowe LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2025, subject to the ratification of the engagement by stockholders.

The Board of Directors is submitting the selection of Crowe LLP to serve as the Company's independent registered public accounting firm to the stockholders for ratification pursuant to the Company's Bylaws and as a matter of good corporate practice. If the stockholders fail to ratify the selection of Crowe LLP, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent accounting firm at any time during the year if it determines that such change is in the best interests of the Company and its stockholders.

**The Board of Directors unanimously recommends a vote "FOR" the ratification of Crowe LLP to serve as the independent registered public accounting firm for the year ending December 31, 2025.**

## **STOCKHOLDER PROPOSALS AND NOMINATIONS**

Our Bylaws provide an advance notice procedure for certain business, or nominations to the Board of Directors, to be brought before an annual meeting of stockholders. In order for a stockholder to properly bring business before an annual meeting, or to propose a nominee to the board of directors, our Secretary must receive written notice not earlier than the 100th day nor later than the 90th day before the anniversary date of the prior year's annual meeting; provided, however, that in the event the date of the annual meeting is advanced more than 30 days before the anniversary of the preceding year's annual meeting, then, to be timely, notice by the stockholder must be so received not later than the tenth day following the day on which public announcement of the date of such meeting is first made.

The notice with respect to stockholder proposals that are not nominations for director must set forth as to each matter such stockholder proposes to bring before the annual meeting: (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting; (ii) the name and address of such stockholder as they appear on our books and of the beneficial owner, if any, on whose behalf the proposal is made; (iii) the class or series and number of shares of our capital stock which are owned beneficially or of record by such stockholder and such beneficial owner; (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder and any material interest of such stockholder in such business; and (v) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting.

The notice with respect to director nominations must include: (a) as to each person whom the stockholder proposes to nominate for election as a director, (i) all information relating to such person that would indicate such person's qualification to serve on our board of directors; (ii) an affidavit that such person would not be disqualified under the director qualification provisions of Article II, Section 12 of our Bylaws; (iii) such information relating to such person that is required to be disclosed in connection with solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act, or any successor rule or regulation; and (iv) a written consent of each proposed nominee to be named as a nominee and to serve as a director if elected; and (b) as to the stockholder giving the notice: (i) the name and address of such stockholder as they appear on our books and of the beneficial owner, if any, on whose behalf the nomination is made; (ii) the class or series and number of shares of our capital stock which are owned beneficially or of record by such stockholder and such beneficial owner; (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder; (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice; and (v) any other information relating to such stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act or any successor rule or regulation.

The 2026 annual meeting of stockholders is expected to be held on May 19, 2026. Advance written notice for certain business, or nominations to the Board of Directors, to be brought before the next annual meeting must be given to us no earlier than February 9, 2026 and no later than February 19, 2026. If notice is received before February 9, 2026 or after February 19, 2026, it will be considered untimely, and we will not be required to present the matter at the stockholders meeting.

## **OTHER MATTERS**

The Board of Directors is not aware of any business to come before the Annual Meeting other than the matters described above in this Proxy Statement. However, if any other matters should properly come before the Annual Meeting, it is intended that holders of the proxies will act as directed by a majority of the Board of Directors, except for matters related to the conduct of the Annual Meeting, as to which they shall act according to their best judgment.

## MISCELLANEOUS

The Company's 2024 Annual Report to Stockholders has been mailed to all stockholders of record as of the close of business on March 24, 2025. A copy will be furnished without charge to stockholders as of March 24, 2025 upon written or telephonic request to Robin O'Berry, Corporate Secretary, Cullman Bancorp, Inc., 316 Second Avenue, S.W., Cullman, Alabama 35055, at (256) 734-1740.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "Robin O'Berry", written over a faint circular stamp.

Robin O'Berry  
*Corporate Secretary*

Cullman, Alabama  
April 16, 2025