

June 6, 2023

**NOTICE OF 2023 ANNUAL STOCKHOLDER MEETING
INFORMATION STATEMENT**

You are cordially invited to attend the 2023 Annual Stockholder Meeting of Mississippi Land Bank, ACA (Association) which will be held:

Tuesday, July 11, 2023
Oxford Conference Center
102 Ed Perry Boulevard, Oxford, MS
Registration – 10:00 a.m.
Business Session – 10:30 a.m.

The agenda for the business session will include the following:

- Approval of the minutes of the 2022 annual meeting
- Chairman of the Board's report to the stockholders
- Review of corporate and financial operations by the CEO and CFO
- Program – Farm Bill & Washington Update *
- Bylaw change – at-large position
- Election of three (3) stockholders to the Board of Directors
- Election of the Nominating Committee for 2023-2024
- Other business duly brought before the stockholders

**Todd Van Hoose, President and CEO of the Farm Credit Council, will provide an update of conversations underway in Congress that could affect the interests of farmers. Guests will leave with a better understanding of the political environment in Washington, D.C., and how it impacts Farm Credit, the latest developments in the Farm Bill debate, and a better understanding of the current regulatory environment and the impact it has on Farm Credit operations. Ms. Caroline Rydell, VP Government Relations for the Farm Credit Bank of Texas, will present more of a District update focusing on some recent efforts in the District as well as addressing the importance of engaging with our elected officials and advocating for agriculture and rural communities.*

Please respond by calling (662) 562-9671 to register your attendance by Thursday, July 6th.

The Association has three types of ownership: Class A stock, Class C stock and participation certificates. Each owner of Class A (for farm loans) stock is entitled to a single vote at the annual meeting, which may only be cast by the designated voter of that stock. Participation certificates (for rural home or farm-related business loans) provide no voting rights to their owners. Currently, the Association has no outstanding shares of Class C stock. While all borrowers are encouraged to attend the annual meeting, you must be a holder of Class A stock as of the official record date of July 9, 2023, and be the designated voter to cast a vote at the annual meeting. If you are unsure of the type of ownership you have or have questions regarding the designated voter for your stock ownership, please confirm with your local branch.

As of May 30, 2023, Mississippi Land Bank, ACA had 5,229 stockholders with 2,687 of those members having voting stock. A quorum will be required to vote on all matters, and a majority will determine the outcome of any issues voted on during the meeting.

The positions for the **Clarksdale**, **Houston**, and **Corinth** territories are to be elected at the meeting this year. The **Clarksdale Territory**, consisting of Coahoma, Quitman, Tallahatchie and Tunica counties, has 302 voting stockholders.

The **Cleveland Territory**, consisting of Bolivar and Sunflower counties, has 187 voting stockholders. The **Houston Territory**,* consisting of Calhoun, Chickasaw, Webster, Clay and Monroe counties, has 270 voting stockholders. The **Starkville Territory**, consisting of Attala, Choctaw, Lowndes, Noxubee, Oktibbeha and Winston counties, has 580 voting stockholders. The **Tupelo Territory**, consisting of Itawamba, Lee, Pontotoc and Union counties, has 483 voting stockholders. The **Senatobia Territory**, consisting of DeSoto, Tate, Marshall, Benton, Panola, Lafayette and Yalobusha counties, has 598 voting stockholders. The **Corinth Territory**, consisting of Alcorn, Prentiss, Tippah and Tishomingo counties, has 267 voting stockholders.

**The Association merged the counties formerly served by the Houston branch into the Starkville and Tupelo territories in 2012. Customers from these counties continue to have representation on the Board of Directors.*

The following is a list of directors presently serving, including relevant factual information about each:

<u>Name</u>	<u>Age as of Meeting</u>	<u>Term Expiring</u>	<u>Length of Service</u>	<u>Type of Agriculture</u>
Abbott R. Myers	72	2023	322 Months	Rice, Corn, Soybeans & Wheat
Dr. Alan Blaine	63	2024	240 Months	Timber, Hay & Cattle
Larry C. Davis	71	2024	51 Months	Rice & Soybeans
W. Morgan Gulledege, Jr.	67	2025	114 Months	Board-Elected / Financial Expert
Jan D. Hill	73	2023	402 Months	Cattle, Cotton, Soybeans, Corn & Timber
Rebecca Beard	56	2026	3 Months	Board-Elected / Financial Expert
Keith Morton	51	2023	192 Months	Corn, Soybeans & Wheat
William Cole	52	2025	12 Month	Rice, Soybeans & Cattle
R. Greg Robbins	58	2025	48 Months	Soybeans, Corn & Timber

All directors attended at least 75% of the Board meetings and/or Board Committee meetings convened. No directors declined to stand for re-election during 2023 because of a policy disagreement with the Board. On April 6, 2023, Ms. Beard was appointed by the Board of Directors to serve a three year term as a board-elected director and financial expert.

The Board of Directors recently approved a change to the Association bylaws that is being presented to the stockholders. See attached exhibit for the change being made.

The Association bylaws ensure that each of the seven (7) designated territories will have a stockholder-elected director representing it, which means nominations for a particular director position must be from the territory that directorship represents. The Nominating Committee (Committee) considered candidates from the different territories in keeping with the bylaws. Staggered terms for the stockholder-elected director positions were implemented at the 1990 Annual Stockholder Meeting. The director positions expiring at this year’s meeting are:

Position 1 – Clarksdale Territory Position 2 – Houston Territory Position 3 – Corinth Territory

Nominations for the above positions will also be accepted from the floor at the meeting. The procedure for voting is outlined during the election process. Floor nominees must provide all required disclosures, in writing, at the meeting. No stockholder may be a nominee for director who does not make the disclosures required by Farm Credit Administration (FCA) regulations.

According to Association bylaws, the candidate receiving the largest number of votes for each position shall be declared elected. If the election results in a tie vote, the runoff election shall be conducted between those candidates receiving the same number of votes. The procedure for this election shall be the same as the original election. If this runoff election results in a tie, the winner will be determined by the flip of a coin.

A quorum of the Nominating Committee met on November 10, 2022, and again on May 11, 2023. The Committee strives to ensure representation from all areas of the Association territory and all major types of agricultural practices within the area. The Committee evaluated the qualifications of the director candidates and considered whether there are any known obstacles preventing a candidate from performing the duties of the position. In addition, the Committee considers any needed areas of expertise or experience that may not be present among the existing members of the Board. In accordance

with Association bylaws, the Committee selected two (2) nominees for the three expiring director terms, along with a slate of candidates to serve on the 2023-2024 Nominating Committee.

Directors of the Association, except for any board-elected directors, are required to be borrowers/stockholders of the Association. Also, in the ordinary course of business, the Association may enter into loan origination or servicing transactions with its officers, relatives of officers and directors, or businesses with which such persons are associated. Such loans are subject to special approval requirements contained in FCA regulations. Previously referenced loans in addition to any loans held by non-incumbent nominees are made on the same terms, including interest rates, amortization schedule and collateral, as those prevailing at the time for comparable transactions with unrelated borrowers and these loans have no more than a normal risk of collectability.

In accordance with regulations, each nominee for an open director position has provided a disclosure certifying they are not involved in certain legal proceedings such as bankruptcy or conviction in legal proceedings or under order, judgment or decree that would prohibit them from serving. The Nominating Committee nominated the following candidates for each 3-year term position:

Position 1 – Clarksdale Territory – presently held by Abbott R. Myers

Abbott R. Myers – Mr. Myers owns and operates a 7,200-acre farm which is headquartered in Tunica County, farming rice, corn, soybeans and wheat. He serves as secretary of the board of directors of Coahoma Electric Association and is a director of the Mississippi Rice Council. He is the past district chairman of Soil Conservation, past chairman of Tunica Academy, past director of YMD, FSA Committee and NRCS. He is a member of Farm Bureau, Delta Council, the American Soybean Association and the NRA. Mr. Myers currently serves as a member of the Stockholder Advisory Committee (SAC) for the Tenth Farm Credit District and has previously served as a chairman of the SAC. He also represents the Association on the Tenth Farm Credit Council. Mr. Myers serves as an elder and a member of the Session of Tunica Presbyterian Church. He and his wife, Sheryl, reside in Dundee, Mississippi. Mr. Myers serves as chairman of the Association’s Board of Directors and also serves as a member of the Association’s Audit Committee. Mr. Myers is 72 years old.

William Brennan Chapman – Mr. Chapman graduated from Mississippi State University in 2004 and Mississippi College School of Law in 2007. He worked as an attorney at Chapman, Lewis & Swan from 2007-2020. He began farming in 2015 and is now a full-time farmer. He farms approximately 3,100 acres of cotton, corn, soybeans, milo and cattle. His farming operation is in both Coahoma and Quitman counties. Mr. Chapman currently serves as an officer of Mississippi Delta Council and is a member of the American Hereford Association. He and his wife, Mary Grace, are headquartered and reside in Clarksdale, Mississippi. Mr. Chapman is 41 years old.

Position 2 - Houston Territory – presently held by Jan D. Hill

Jan D. Hill – Mr. Hill has been a full-time farmer since 1970. He farms approximately 1,800 acres raising cotton, corn, and soybeans. He also has 300 head of cattle and 300 acres in timber. Mr. Hill has served on the Chickasaw County FSA Committee, the Mississippi Farm Bureau State Board and presently serves on the Farm Bureau County Board. He is a member of the Corn Promotion Board and Pleasant Grove Baptist Church, where he serves as a deacon. Mr. Hill resides in Woodland, Mississippi, and his farming operation is also headquartered there. Mr. Hill serves as a member of the Association’s Board of Directors and also serves as a member of the Association’s Audit Committee. Mr. Hill is 73 years old.

William R. “Rocky” Fleming - Mr. Fleming is a full-time farmer headquartered in Calhoun County growing corn, soybeans, wheat and timber on 730 acres. He is a member of Mississippi Farm Bureau and serves as chairman of Calhoun County FSA Committee. He is a member of Parkway Baptist Church in Houston where he serves as a deacon. He and his wife, Dot, reside in Vardaman, Mississippi. Mr. Fleming is 65 years old.

Position 3 - Corinth Territory – presently held by J. Keith Morton

J. Keith Morton – Mr. Morton began farming in 1987. Keith and his wife, Beth, own and operate Morton Farms, Inc., which is headquartered in Tippah County. The farming operation is composed of approximately 1,000 acres of cropland

where he raises corn, soybeans and wheat. Mr. Morton has served on the Mississippi Farm Bureau Federation board of directors and currently serves as president of the Mississippi Soybean Association board of directors. He has served as chairman of the Mississippi Soybean Promotion Board and continues to serve as a board member. He has also served as the Mississippi Farm Bureau Soybean Commodity Chairman and as Tippah County Farm Bureau President as well as a serving as a member of the Mississippi Farm Bureau State Board. He and his wife reside in Falkner, Mississippi. Mr. Morton is 51 years old.

Jonethan Morris - Mr. Morris received his B.S. in Pharmaceutical Sciences with an emphasis in Marketing and Management and his Doctorate of Pharmacy from the University of Mississippi School of Pharmacy. He is a member of the Mississippi Pharmacist Association, the Mississippi Cattlemen’s Association and the Mississippi Forestry Association. He is the Pharmacy Manager at Walgreens in Corinth, Mississippi. He also co-manages the daily operations of the Allen-Morris Farm, which consists of 360 acres of timberland, pasture land, and hay ground that produces Tifton 44 Bermuda and a Bermuda-Bahia mix while raising horses, goats, rabbits, chickens, and ducks in Alcorn and Prentiss Counties. They also have land rented as pasture ground for cattle grazing, hay ground of Tifton 44 bermuda, and crop ground that usually consists of soybeans. Mr. Morris and his wife, Jessica, are headquartered and reside in Rienzi, Mississippi with their three daughters. Mr. Morris is 37 years old.

The Nominating Committee presented the following slate of candidates to serve on the 2023-2024 Nominating Committee for the seven designated regions. The candidate from each region receiving the most votes will serve as the member and the other nominee will serve as the alternate. Nominations may also be made from the floor. The election process follows the same pattern as the director election process described above. Nominees are:

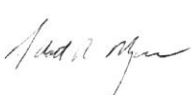
Region	Stockholder Name	Stockholder Name
Clarksdale	Eric Patterson	Mason Dunn
Cleveland	Kirk Satterfield	Austin McKnight
Starkville	John Dodds	Russell Dodds
Tupelo	Terry Norwood	Shane Huff
Senatobia	Patrick McBride	Justin Ferguson
Corinth	Colton Sims	Seth Bragg
At-large Position	Willard “Chuck” Dawkins	Terry Emerson

The Association’s 2022 annual report was mailed to stockholders under separate cover. Stockholders may request a copy from the Association by calling (662) 562-9671 or by visiting its website at www.mslandbank.com. There have been no transactions of the type required to be disclosed outside the normal course of business between the Association and its senior officers or directors.

The undersigned certify that the annual report mailed to you earlier this year was prepared in accordance with all applicable statutory or regulatory requirements and that the information contained in it is true, accurate and complete to the best of our knowledge or belief. The undersigned also certify that this annual meeting information statement has been prepared in accordance with all applicable statutory or regulatory requirements and that the information contained in it is true, accurate and complete to the best of our knowledge or belief.

Lunch will be served at the conclusion of the business meeting.

Sincerely,






Abbott R. Myers
Chairman of Board
Date: 6/6/2023

J. Matthew Walden
Interim CEO
Date: 6/6/2023

Claire B. Pegram
Chief Financial Officer
Date: 6/6/2023

W. Morgan Gullledge, Jr.
Audit Committee Chair
Date: 6/6/2023

EXHIBIT – BYLAW CHANGE

Current Version:

ARTICLE IV – DIRECTORS

400 Number and Qualifications of Directors

400.1 Number of Directors on Board

The Association shall have a board of seven (7) directors elected by stockholders (“stockholder-elected directors”), and at least one (1) director elected by the other directors who shall not be a director, officer, employee, stockholder, or agent of a System institution (“outside board-elected director”) as set forth in Section 400.2b(1) of these bylaws until such time as the assets of the Association reach \$500 million, at which point the Association shall have at least two (2) such outside board-elected directors (unless this would cause the percent of sitting stockholder-elected directors to be less than 75% of the board). At no time shall the board consist of less than 60% stockholder-elected directors. If at any time, the number of stockholder-elected directors sitting on the board does not equal or exceed 60% of the total number of directors on the board, the board shall call a special stockholders’ meeting for the purpose of electing directors to fill any vacancy in a stockholder-elected position as provided in the paragraph 410.1 of these bylaws. There shall be at least one stockholder-elected director from each of the Association regions. Such regions shall be designated by the Board of Directors. Voting for all stockholder-elected directors shall be at-large with each voting stockholder having the right to vote for each director position open for election. The Board of Directors may, from time to time, by amendment to this bylaw, change the number of directors, establish or eliminate geographic regions for board positions, change the number and boundaries of such geographic regions represented by each board position, and the manner in which directors shall be elected in accordance with the requirements of law, FCA Regulations, and these bylaws.

New Version:

ARTICLE IV – DIRECTORS

400 Number and Qualifications of Directors

400.1 Number of Directors on Board

The Board of Directors shall consist of nine (9) persons, including (7) stockholder-elected directors and two (2) outside directors to be elected by the other directors. The number of stockholder-elected directors shall at all times constitute at least sixty percent (60%) of the total number of all sitting directors on the Board. If at any time the number of stockholder-elected directors sitting on the board does not equal or exceed sixty percent (60%) of the total number of directors on the board, the board shall call a special stockholders’ meeting for the purpose of electing directors to fill any vacancy in a stockholder-elected position as provided in paragraph 410.1 of these bylaws. The stockholder-elected director positions will consists of six (6) geographic positions and one at-large position. The geographic regions shall have one stockholder-elected director who actively farms and/or resides within the designated regions as follows: **Clarksdale Region** – Coahoma, Quitman, Tallahatchie and Tunica Counties; **Cleveland Region** – Bolivar and Sunflower Counties; **Starkville Region** – Attala, Choctaw, Clay, Lowndes, Noxubee, Oktibbeha, Webster and Winston Counties; **Tupelo Region** – Calhoun, Chickasaw, Itawamba, Lee, Monroe, Pontotoc, and Union Counties; **Senatobia Region** – Benton, DeSoto, Lafayette, Marshall, Panola, Tate and Yalobusha Counties; and **Corinth Region** – Alcorn, Prentiss, Tippah and Tisomingo Counties. All stockholders who actively farm and/or reside within the Association’s territory may hold the at-large position. Voting for all stockholder-elected directors shall be at-large with each voting stockholder having the right to vote for each director position open for election. The Board of Directors may, from time to time, by amendment to this bylaw, change the number of directors, establish or eliminate geographic regions for board positions, change the number and boundaries of such geographic regions represented by each board position, and the manner in which directors shall be elected in accordance with the requirements of law, FCA Regulations, and these bylaws.