

## **PROXY STATEMENT**

### **ANNUAL MEETING OF SHAREHOLDERS OF BEO BANCORP MARCH 15, 2019**

We are planning to hold our annual shareholders meeting at 7:00 p.m. on Thursday, April 25, 2019, at The St Patrick's Catholic Church Parish Hall in Heppner, Oregon. At the meeting, we will ask you to vote on (i) the election of two (2) directors.

We are sending you this proxy statement and the enclosed form of proxy to provide you with important information about the business to take place at the meeting. We are providing this information so that you will be fully informed when you vote your shares.

If you owned shares of common stock of record as of March 1, 2019 (the "Record Date"), you may vote at the annual meeting. To have a quorum to conduct business, a majority of the outstanding shares must be represented at the meeting, in person, or by proxy. An abstention from a given manner will not affect the presence of the shares for determination of the presence of a quorum.

The Board of Directors is soliciting proxies to be used at the meeting. You do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign, and return the enclosed proxy.

If you are the record holder of your shares, you may revoke your proxy at any time before the vote is taken at the meeting. You may revoke your proxy by submitting a proxy bearing a later date or by notifying the secretary of BEO Bancorp (personally, in writing, or by mail) of your wish to revoke your proxy. You may also revoke your proxy by oral request if you are present at the meeting, unless you are not the shareholder of record. If you are the beneficial owner of shares, but the shares are held of record by a nominee holder, such as a bank or broker, i.e., in "street name," you must contact the nominee holder to change your vote or revoke your proxy. If your shares are held in street name, you will not be able to vote your shares at the meeting.

You may still attend the meeting even if you have submitted a proxy. You should be aware that simply attending the meeting will not, of itself, revoke a proxy.

We are paying the entire cost of solicitation of proxies, including expenses incurred by banks, brokers, and other nominees in forwarding soliciting materials to their principals and obtaining authorization for the execution of proxies.

#### **Business of the Meeting**

##### **Agenda Item 1 - Election of Directors**

At the meeting, you will be asked to vote on the election of two (2) directors. Directors are elected by a plurality of votes, which means that nominees receiving the most votes are elected, regardless of how many votes they receive. You may not cumulate votes in the election of directors. Rather, each shareholder may cast votes for each of the open positions equal to the number of shares held.

The Board of Directors is nominating Joel Peterson and Robert Armstrong for election to serve a three-year term. Joel Peterson and Robert Armstrong are currently serving terms previously elected by shareholders.

If you submit a completed proxy, the individuals named as proxy holders will vote your shares as you instruct. If you do not specify your choices, then the persons named in the proxy will vote for the election of the nominees listed above.

If any one of the nominees is not available for election, your shares will be voted for a substitute member chosen by the Board of Directors. We believe all nominees will be available for election. The Board of Directors recommends a vote FOR the election of all nominees.

### Information about our Directors

The following table shows information about each director and each nominee for director as of the Record Date. Nominees are indicated by an asterisk (\*).

Name	Age	Position	Principal Occupation for Last Five Years	Year Elected/ Appointed as Director	Year Term Expires
*Joel Peterson	62	Director	Farmer	1993	2019
George Koffler	67	Director	Retired	1993	2020
Gary Neal	66	Director	Retired	1999	2021
Jeff Bailey	53	Director, CEO, President	Banker	2008	2021
*Robert Armstrong	59	Director	Accountant	2004	2020
Brad Anderson	54	Director	Farmer	2004	2020
Joe Gonzalez, Jr.	65	Director	President/CEO Of Electric Company	2015	2021

### Executive Officers of the Company

The executive officers of BEO Bancorp are Jeff Bailey, President and Mark Lemmon, Secretary. The executive officers of the Bank of Eastern Oregon are Jeff Bailey, President and Chief Executive Officer; Gary Propheter, Executive Vice President and Chief Operations Officer; Mark Lemmon, Executive Vice President and Chief Financial Officer. Executive officers serve at the discretion of the Board of Directors.

### Transactions with Management

From time to time, some of the directors and officers of the Bank, members of their immediate families, and firms and corporations with whom they are associated, do business with us. Generally, this business involves ordinary banking transactions, such as borrowings and investments in time deposits. We make these transactions in the ordinary

course of business, on substantially the same terms, including interest rates paid or charged and collateral required, as those prevailing at the time for comparable transactions with unaffiliated persons. Loans to directors and executive officers do not involve more than the normal risk of collectability or have other features that would not be advantageous to the bank. As of December 31, 2018, the aggregate outstanding amount of all loans to executive officers and directors was \$1,224,434.31 which represented 3.54% of BEO Bancorp's consolidated shareholders' equity at that date. All of these loans are currently in good standing and are being paid in accordance with their terms.

### **Required Vote**

Assuming the existence of a quorum, the two (2) director nominees receiving the most votes will be elected, even if the number of votes is less than a majority of the votes cast or present.

### **Voting at the Annual Meeting**

#### **Who may vote**

If you were a shareholder of record of BEO Bancorp as of the close of business on the Record Date, you are entitled to vote at the meeting. If your shares are held in "street name," you must give voting instructions to your broker or nominee holder of the form they provide. If your shares are held in street name, you will not be permitted to vote your shares at the annual meeting.

#### **Voting by proxy**

You do not have to attend the meeting. You may vote your shares by proxy if you wish. You may mark the enclosed proxy card to indicate your vote on the matters presented at the meeting, and the individuals whose names appear on the proxy card will vote your shares as you instruct.

If you submit a proxy with no instructions, the named proxy holders will vote your shares in favor of the nominees for directors. In addition, the named proxy holders will vote in their discretion on such matters that may be considered at the shareholders' meeting. The Board of Directors has named Joel Peterson, George Koffler, Gary Neal, Robert Armstrong, Brad Anderson, Jeff Bailey, and Joe Gonzalez, Jr. as the proxy holders. Their names appear on the proxy form accompanying this proxy statement. You may name another person to act as your proxy if you wish, but it is not necessary to do so.

#### **Revoking a proxy**

You may revoke your proxy at any time before the vote is taken at the meeting by submitting a proxy bearing a later date or by notifying the secretary of BEO Bancorp (personally, in writing, or by mail) of your wish to revoke your proxy. You may also revoke your proxy by oral request if you are present at the meeting.

If you are the beneficial owner of shares, but your shares are held of record by a bank, broker, or other nominee holder, i.e., in "street name," you may only revoke your proxy by notifying the record holder in writing of your intention to revoke in accordance with that party's requirements. If your shares are held in street name, you may NOT revoke your proxy by oral request at the meeting. You should contact your bank or broker if you have any questions regarding revoking your proxy.

You may still attend the meeting even if you have submitted a proxy. You should be aware that simply attending the meeting will not, of itself, revoke a proxy.

***Please complete, date, and sign the accompanying proxy and return it promptly to us in the enclosed envelope, even if you plan to attend the meeting.***

### **Number of shares that may vote**

The authorized capital stock of BEO Bancorp consists of 500,000 shares of preferred stock and 3,000,000 shares of common stock. As of the Record Date, there were 1,182,204 shares of common stock outstanding and entitled to vote at the meeting. There were no shares of preferred stock outstanding as of that date.

### **How we determine a quorum**

Shareholders holding at least a majority of the outstanding shares of common stock must either attend the meeting or submit proxies to have a quorum. If you come to the meeting or submit a proxy, but you abstain from voting on a given matter, we will still count your shares as present for determining the existence of a quorum.

### **How we count votes**

The named proxy holders will vote your shares as you instruct on your proxy. Except as described below, we will not count abstentions or broker non-votes for or against a matter submitted to a vote of shareholders. Each share is entitled to one vote.

A broker non-vote occurs when a broker or other nominee holder, such as a bank, submits a proxy representing shares that another person actually owns and that person has not given voting instructions to the broker or other nominee. On some matters, such as the election of directors, a broker or other nominee can vote those shares without instructions from the beneficial owner. On other matters, a broker may only vote those shares if the beneficial owner gives the broker voting instructions. We will count broker non-votes as present for establishing the existence of a quorum.

### **Counting votes in the election of directors**

Directors are elected by a plurality of votes, which means that the nominees who receive the most votes will be elected, regardless of how many votes each nominee gets. You may not accumulate your votes in electing directors; but rather, you may vote the total number of shares you own for each open director position. Broker non-votes and abstentions will have no effect on the election of directors.

### **What if I do not mark my proxy?**

If you submit a signed proxy without giving voting instructions, the named proxies will vote your shares in their discretion. Those individuals named on the enclosed proxy form intend to vote for the Board of Directors' nominees for director. If you do not sign your proxy, we will not count you as present for determining the existence of a quorum and we will not count your votes.

## **How many shares do directors and officers own?**

As of March 1, 2019, we have 452 shareholders of record. Directors and executive officers of BEO Bancorp beneficially owned 82,031 shares, including Gary Neal 5,021 shares, Joel Peterson 29,185 shares, Robert Armstrong 1,906 shares, Brad Anderson 8,867 shares, George Koffler 7,521 shares, Jeff Bailey 14,714 shares, Joe Gonzalez, Jr 8,522 shares, Mark Lemmon 3,593 shares, and Gary Propheter 2,702 shares. Of the shares issued and outstanding as of March 1, 2019, 116,076.5 shares were held by our Employee Stock Ownership Plan, or ESOP. Shares owned by directors, executive officers, and the ESOP constitutes 16.75% percent of the total shares outstanding and entitled to be voted at the meeting. We anticipate all directors and executive officers will vote for the Board's nominees for directors, although they are not obligated to do so.

## **Annual Reports and Financial Statements**

We are enclosing with this proxy statement a copy of our Annual Report to Shareholders for the year ended December 31, 2018. You may obtain additional copies of the Annual Report by writing to Mark Lemmon, Corporate Secretary, at the address indicated above. The Annual Report is not part of the proxy solicitation materials.

March 15, 2019.

By Order of the Board of Directors

Jeff L Bailey  
President and Chief Executive Officer

**Note: Your vote is important. Please send in your proxy immediately, using the envelope provided.**