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GBank Financial Holdings Inc. Announces Completion of Restructured Transaction with BankCard Services, LLC

LAS VEGAS, June 26, 2024 /PRNewswire/ -- GBank Financial Holdings Inc. (the "Company") (OTCQX: GBFH), the parent company for GBank (the "Bank"), and BankCard Services, LLC ("BCS"), today announced the successful closing of their restructured transaction. The Company has acquired a 32.99% non-voting equity interest in BCS by exchanging 231,508 shares of restricted, non-voting GBFH common stock for 143,371 shares of non-voting BCS common stock. The GBFH non-voting stock must be held by BCS for a period of no less than one year and is only convertible into voting shares if there is a deposition by BCS in accordance with applicable Federal Reserve regulations.

The restructured transaction was negotiated for GBFH by a Special Committee of the Board (the "Special Committee"), which was comprised of four disinterested directors. The Special Committee was assisted by an independent investment banking firm to arrive at the purchase terms. Following the Special Committee's recommendation, the disinterested members of the GBFH Board of Directors unanimously approved the transaction.

T. Ryan Sullivan, President and CEO of the Company, said; "We are delighted to complete this strategic investment in BCS. This transaction strengthens our relationship with BCS as we pursue innovative cashless payment solutions to a broader network of gaming and payments partners."

Hanan Sabri, President/COO of BCS stated "BCS and GBFH subsidiary, GBank, have worked together for the last 10 years in providing banking solutions for the Gaming and Fintech businesses. We have fine-tuned our services to our clients, and our proprietary Pooled Player Account ***Powered by PIMS***™ and Pooled Consumer Account ***Powered by CIMS***™ from BCS are poised to drive significant value for our customers, GBFH, and our shareholders."

The Company and BCS are poised to implement Real Time Request for Payment (RFP) for gaming platform and other payment providers, utilizing BCS's proprietary "Pooled Player Account ***Powered by PIMS***™" banking solution.

Click here to learn more about GBank Financial Holdings Inc.

Click here to learn more about BankCard Services, LLC.

Cautionary Notice Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding certain of the Company's goals and expectations with respect to future events that are subject to various risks and uncertainties, and statements preceded by, followed by, or that

include the words "may," "will," "could," "should," "expect," "plan," "project," "intend," "anticipate," "believe," "estimate," "predict," "potential," "pursuant," "target," "continue," and similar expressions. These statements are based upon the current belief and expectations of the Company's management team and are subject to significant risks and uncertainties that are subject to change based on various factors (many of which are beyond the Company's control). Factors that could cause actual results to differ materially from management's projections, forecasts, estimates and expectations include, but are not limited to: the impact on us or our customers of a decline in general economic conditions and any regulatory responses thereto; potential recession in the United States and our market areas; the impacts related to or resulting from bank failures and any continuation of uncertainty in the banking industry, including the associated impact to the Company and other financial institutions of any regulatory changes or other mitigation efforts taken by government agencies in response thereto; increased competition for deposits and related changes in deposit customer behavior; the impact of changes in market interest rates, whether due to continued elevated interest rates or potential reductions in interest rates and a resulting decline in net interest income; the persistence of the inflationary pressures, or the resurgence of elevated levels of inflation, in the United States and our market areas; the uncertain impacts of ongoing quantitative tightening and current and future monetary policies of the Board of Governors of the Federal Reserve System; effects of declines in housing prices in the United States and our market areas; increases in unemployment rates in the United States and our market areas; declines in commercial real estate values and prices; uncertainty regarding United States fiscal debt and budget matters; cyber incidents or other failures, disruptions or breaches of our operational or security systems or infrastructure, or those of our third-party vendors or other service providers, including as a result of cyber-attacks; severe weather, natural disasters, acts of war or terrorism, geopolitical instability or other external events; regulatory considerations; our ability to recognize the expected benefits and synergies of our completed acquisitions; the maintenance and development of well-established and valued client relationships and referral source relationships; acquisition or loss of key production personnel; changes in tax laws; the risks related to the development, implementation, use and management of emerging technologies, including artificial intelligence and machine learnings; potential increased regulatory requirements and costs related to the transition and physical impacts of climate change; and current or future litigation, regulatory examinations or other legal and/or regulatory actions. These forward-looking statements are based on current information and/or management's good faith belief as to future events. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove to be inaccurate. Therefore, the Company can give no assurance that the results contemplated in the forward-looking statements will be realized. Due to these and other possible uncertainties and risks, readers are cautioned not to place undue reliance on the forward-looking statements contained in this press release. The inclusion of this forward-looking information should not be construed as a representation by the Company or any person that the future events, plans or expectations contemplated by the Company will be achieved. All subsequent written and oral forward-looking statements attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. The forward-looking statements are made as of the date of this press release. The Company does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made, except as required by law. All forward-looking statements, express or implied, included in the press release are qualified in their entirety by this cautionary statement.

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