TRI CITY BANKSHARES CORPORATION 6400 South 27th Street, Oak Creek, Wisconsin 53154

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held on July 15, 2026

TO THE SHAREHOLDERS OF TRI CITY BANKSHARES CORPORATION (CUSIP No. 895364107):

The Annual Meeting of Shareholders of Tri City Bankshares Corporation will be held at Tri City National Bank, 6400 South 27th Street, Oak Creek, Wisconsin 53154 on Wednesday, July 15, 2026, at 9:30 a.m., for the following purposes:

(1) To elect twelve members of the Board of Directors to serve until the 2027 Annual Meeting of Shareholders and until their successors are elected and qualified; and

(2) To transact such other business as may properly come before the annual meeting or any adjournment thereof.

Holders of record of common stock at the close of business on May 27, 2026, will be entitled to notice of, and to vote at, the annual meeting or at any adjournment thereof.

All shareholders of record as of May 27, 2026, are invited to attend and participate in the annual meeting in person. Even if you plan to attend the Annual Meeting, we encourage you to vote promptly online, by telephone, or, if you received or requested paper copies of your proxy materials, by signing, dating and returning your proxy card by mail. If your shares are held in "street name" by a broker or other nominee, only the record holder of your shares may vote them for you, so you should follow your broker's or nominee's directions for providing instructions as to how your broker or nominee should vote your shares. Your proxy will not be used if you subsequently decide to attend the annual meeting and vote your shares in person, or if you revoke your proxy by any other lawful means as described on the first page of the enclosed proxy statement.

By Order of the Board of Directors,

Robert J. Riegelman, Secretary

Oak Creek, Wisconsin
June 4, 2026

TRI CITY BANKSHARES CORPORATION 6400 South 27th Street, Oak Creek, Wisconsin 53154

PROXY STATEMENT

This proxy statement is dated June 4, 2026 and is being furnished in connection with the solicitation of proxies by the Board of Directors of Tri City Bankshares Corporation (the "Corporation") to be voted at the Annual Meeting of Shareholders to be held at Tri City National Bank, 6400 South 27th Street, Oak Creek, Wisconsin 53154, on July 15, 2026, at 9:30 a.m., for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. The solicitation is made by the delivery of this proxy statement with its enclosures. No other solicitation is contemplated, however, if it is necessary to assure adequate attendance at the annual meeting, the Corporation's Board of Directors may further solicit proxies by mail, telephone, email, facsimile, or personal contact. Such solicitation will be made by the officers of the Corporation and will be limited in extent. The total cost of the solicitation, including reimbursement of banks, brokerage firms, custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of the Corporation's common stock, $1.00 par value (the "Common Stock"), will be borne by the Corporation.

This proxy statement is first being mailed to shareholders on or about June 4, 2026.

Shareholders are asked to vote the proxy online, by telephone, or by completing, signing and returning proxy if paper copies were requested. The proxy may be revoked at any time before it is voted at the annual meeting. Prior to the annual meeting, this may be done by execution of a later-dated proxy or by written revocation sent to the Secretary of the Corporation, Mr. Robert J. Riegelman, at the office of the Corporation, 6400 South 27th Street, Oak Creek, Wisconsin 53154. Alternatively, the proxy may be revoked at the annual meeting by oral or written notice to the Secretary of the Corporation (or the presiding officer of the annual meeting) or by attending the annual meeting and voting in person.

Only shareholders of record at the close of business on May 27, 2026 (the "Record Date") will be entitled to vote at the meeting. There were 8,904,915 shares of the Common Stock of the Corporation outstanding on the Record Date, with each share being entitled to one vote.

PROPOSAL 1

ELECTION OF DIRECTORS

The Board of Directors proposes that the twelve (12) nominees named below be elected to serve as directors for the ensuing year and until their successors are elected and qualified. All twelve (12) directors will serve one-year terms. Proxies received by the Board of Directors will be voted FOR the election of the following twelve (12) persons, unless otherwise indicated, but, if any such nominee is unable to serve due to presently unforeseen circumstances, proxies may be voted for another person nominated by the Board of Directors.

All of the persons nominated as directors are currently directors of the Corporation. All of the nominees have consented to serve if elected and the Board of Directors is not aware of any nominee who may be unable to serve as a director.

All the individuals named in the table below will also be directors of the Corporation's subsidiary, Tri City National Bank (the "Bank").

Name	Director Since	Age	Principal Occupation During the Past 5 Years and Other Directorships
Frank J. Bauer	1990	99	President of Frank Bauer Construction Company, Inc. since 1986. In addition to his long tenure on the Board that provides him with a familiarity with the Corporation's history, Mr. Bauer's qualifications for serving on the Board include his business and management experience and his substantial knowledge of the construction industry.
William N. Beres	2002	68	Retired Senior Vice President and Chief Financial Officer of the Corporation and the Bank from November 2019 to December 2022. Director of Special Projects for WEC Energy Group from June 2017 through October 2019. Vice President Finance of Johnson Controls Federal Systems from October 2016 through April 2017, and previously Vice President and General Manager of the Federal Solutions division of Johnson Controls from April 2016 through September 2016 and Vice President of Structured Finance of the Building Efficiency division of Johnson Controls from March 2010 through March 2016. Mr. Beres brings to the Board substantial business and management experience, as well as a strong background in finance and investment matters, which make him a valuable resource to the Board.
Ronald G. Braier	2021	71	Mr. Braier is a retired finance professional, with over thirty years of experience in municipal finance as the Director of Finance for the City of Wauwatosa and the Village of Brown Deer. In addition, he previously served as a board director and member of the investment committee for nine years at Mitchell Bank. Both the municipalities and Mitchell Bank are located in the Bank's market area. Due to his extensive financial and bank director experience, market knowledge, and education, he is uniquely qualified to serve on the Board.
Sanford Fedderly	1980	91	Retired President of Tri City Pharmacy, Inc., Oak Creek, Wisconsin. Mr. Fedderly has business and management experience and, as a local businessman for many years, has a strong familiarity with the Bank's local market area. These attributes, as well as his 40 plus years of experience as a director of the Corporation and the Bank, make him qualified to serve on the Board.
Rebecca Ferguson	2012	52	Ms. Ferguson has held various professional positions including former employment as an officer of Tri City National Bank and private practice as an attorney. Ms. Ferguson's experience as an employee of the Bank, as well as her business and legal acumen, qualify her to serve on the Board.
Scott D. Gerardin	2002	67	Retired Senior Vice President and General Counsel of the Corporation and the Bank. Served as Senior Vice President and General Counsel of the Corporation from 2005 through 2021, Secretary of the Corporation from 2013 through 2021, Senior Vice President of the Bank from 2002 through 2021, and General Counsel to the Bank from 1992 through 2021. Mr. Gerardin's

			legal training, background and experience, both before and while employed by the Bank, as well as his familiarity with all aspects of the Corporation's and the Bank's operations in his role as general counsel, enables him to provide a unique and important perspective on the Board's decisions and decision-making processes, and therefore qualifies him to serve on the Board.
Bryan J. Johnsen	2023	38	Current Executive Vice President and Chief Financial Officer. Vice President of Finance at the Bank since 2018, and Vice President of the Bank since 2017. Mr. Johnsen leads asset liability management activity among other financial leadership responsibilities. He has a strong background in finance, has completed the Graduate School of Banking, and holds a Master of Science in Accounting, a Master of Science in Finance Analysis along with being a Certified Public Accountant (CPA) in the state of Wisconsin and a Chartered Financial Analyst (CFA) Charterholder. A Bank employee since 2013, his strong business and investment expertise make Mr. Johnsen a valuable resource to the Board.
Brian T. McGarry	2005	75	Chairman of the Board, President and Chief Executive Officer of the Corporation and Chairman and Chief Executive Officer of the Bank since 2016. Additionally, President and Director of NDC LLC. Mr. McGarry's more than 40 years of experience as an employee, officer and Director of the Bank, as well as his business and leadership experience and financial literacy, qualify him to serve on the Board.
Michael J. Miller	2019	75	Retired Executive Vice President at Associated Bank. Mr. Miller is qualified to serve on the Board due to his long experience in the banking industry. During his 42-year banking career, he worked at JP Morgan Chase, US Bank, CIB Marine and Associated Bank in various lending and management positions, including Senior Credit Officer.
Lakshmy V. Nair	2022	51	Current President of the Bank. Executive Vice President of the Bank from November 2019 to November 2022 and Senior Vice President of the Bank from 2017 to October 2019. With two decades at the Bank, she has a distinct understanding of the Bank's internal operations, processes, controls, and practices. This institutional knowledge of the Bank, coupled with her Master's degrees in Mathematics and Computer Science, and completion of the Graduate School of Banking, qualifies her to serve on the Board.
David A. Ulrich, Jr.	1997	66	Retired Vice President and Director of Mega Marts, Inc, retired Vice President of NDC, Inc, and Director of NDC LLC. Mr. Ulrich has had substantial involvement with the Bank and the Corporation and the business interests of his late father, the founder of the Bank, that has given him the financial, business and organizational experience that qualifies him to serve on the Board.

Thomas G. Ulrich, Jr.	2019	47	Mr. Ulrich has held various professional positions including former employment at Tri City National Bank and Assistant Vice President of NDC LLC. As a graduate of Marquette University Business School and with his experience as an employee of the Bank and a commercial real estate company, Mr. Ulrich is qualified to serve on the Board.

The Board of Directors recommends that you vote "FOR" each of the twelve (12) nominees named above.

There is a family relationship between several of the nominees for directorship. Brian T. McGarry is the son-in-law of David A. Ulrich, Sr., the founder of the Corporation and Bank. David A. Ulrich, Jr. is our founder's son, Frank Bauer is our founder's brother-in-law and Rebecca Ferguson and Thomas G. Ulrich, Jr. are grandchildren of our founder. Rebecca Ferguson is also the daughter of Brian T. McGarry.

Because the Corporation is not listed on a national securities exchange, it is not subject to any director independence requirements. However, it should be noted that directors Frank J. Bauer, Ronald G. Braier, Sanford Fedderly, Rebecca Ferguson, Scott D. Gerardin, Michael J. Miller, David A. Ulrich, Jr. and Thomas G. Ulrich, Jr. are independent in accordance with the definition of independence in Rule 5605(a)(2) of the NASDAQ Stock Market.

Director Nominations

The nominating committee currently consists of directors William N. Beres, Sanford Fedderly, Rebecca Ferguson, Scott D. Gerardin, and Thomas G. Ulrich, Jr. This committee identifies and evaluates all nominees for the Board of Directors and presents its recommendations to the full Board of Directors for action. The nominating committee operates under a written charter approved by the Board of Directors.

The nominating committee identifies nominees based upon suggestions by non-management directors, management members and/or shareholders. The Board considers various attributes to be important, including the individual's integrity, general business background and experience, experience with the banking industry, and the ability to serve on the Board of Directors. The nominating committee takes diversity into account when locating, recruiting and nominating candidates for election as directors. Aspects of diversity considered include professional or business experiences, gender, race, national origin, specialized education or work experience and viewpoints.

Compensation Oversight

The Corporation's compensation system is not complex. Compensation of the executive officers of the Corporation for 2026 was reviewed by the Board serving as a committee of the whole (with each director who is also an officer of the Corporation or Bank being excluded from participating in the consideration of his own compensation). The Board does not operate under a formal written charter with respect to executive compensation matters. The Board did not retain the services of any compensation consultants in carrying out its duties during 2025.

Board Attendance

The Board of Directors held four (4) meetings during 2025. All incumbent directors attended 75% or more of the aggregate meetings of the Board and the committees on which they served during 2025. Directors are encouraged to

attend the annual meeting of shareholders, but the Corporation has not adopted a formal policy requiring attendance at the annual meeting.

Shareholder Communications

The Board of Directors currently does not have a formal process for shareholders to send communications to the Board. Informal communications have been sufficient to communicate questions, comments and observations that could be useful to the Board. However, shareholders wishing to communicate with the Board of Directors may contact the Chairman of the Board, c/o Tri City Bankshares Corporation, 6400 South 27th Street, Oak Creek, Wisconsin 53154.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee oversees the Corporation's financial reporting process on behalf of the Board of Directors. The Audit Committee is governed by a written charter approved by the Board of Directors. The current members of the Audit Committee, all of whom are non-employee directors, are Messrs. Miller (Chair), Bauer, Fedderly, Thomas G. Ulrich, Jr. and Braier. All of the members of the Audit Committee are independent in accordance with the definition of independence in Rule 5605(a)(2) of the NASDAQ Stock Market. The Board of Directors has determined that Messrs. Miller and Braier are financial experts.

Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements with both the independent auditors and management including the discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee discussed with the Corporation's internal auditors and independent auditors, Baker Tilly US, LLP ("Baker Tilly"), the overall scopes and plans for their respective audits. The Audit Committee meets with the internal auditors and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Corporation's internal controls, and the overall quality of the Corporation's financial reporting. The Audit Committee held five (5) meetings during 2025.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Corporation's Annual Report for the year ended December 31, 2025, for distribution to shareholders.

Michael J. Miller, Audit Committee Chair
Frank J. Bauer, Audit Committee Member
Sanford Fedderly, Audit Committee Member
Thomas G. Ulrich, Jr., Audit Committee Member
Ronald G. Braier, Audit Committee Member

LOANS AND OTHER TRANSACTIONS WITH MANAGEMENT AND DIRECTORS

The Corporation has never made any loans to any of its officers or directors. However, in the ordinary course of business, the Bank makes loans to officers and directors of the Corporation, and to business firms in which officers and directors of the Corporation are officers, owners, or in which they have a substantial interest. The loans are made

in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans to unaffiliated persons or firms, and do not involve more than a normal risk of collectability or present other unfavorable features.

NDC LLC owns certain buildings occupied by the Corporation and the Bank, including the Corporation's central office in Oak Creek, and Bank branch offices located in Milwaukee, Oak Creek, Kenosha and Waukesha. NDC LLC is a limited liability company owned by members of the Ulrich family, their spouses and related trusts, including David A Ulrich, Jr. (a director of the Corporation), Thomas G. Ulrich, Sr. (whose son Thomas G. Ulrich, Jr. is a director of the Corporation) and Kathleen McGarry (whose spouse, Brian T. McGarry, is Chairman of the Board and Chief Executive Officer of the Corporation and whose daughter Rebecca Ferguson is a director of the Corporation). The central office building lease has a term through 2027, and the branch offices have lease terms ending from 2027 through 2030. All the leases have multiple options for renewal by the Bank. The aggregate annual rent for 2025 paid in connection with the aforementioned leases was $939,237. The rent is subject to adjustment based on increases in the consumer price index. The Corporation and the Bank are also obligated to pay their proportionate shares of property taxes, insurance and maintenance costs associated with the buildings.

Disinterested members of the Bank's Board of Directors must approve all loan transactions with related parties. Such transactions must be on substantially the same terms as those prevailing at the time with other non-insider individuals or companies. In accordance with applicable banking regulations, including Regulation O promulgated by the Federal Reserve Board, the Bank's Board of Directors reviews any loan made to a director or executive officer in an amount that, when aggregated with the amount of all other loans to such person and his or her related interests, exceeds $500,000 and such loan must be approved in advance by a majority of the disinterested members of the Bank's Board of Directors.

OTHER BUSINESS

The Board of Directors knows of no other business which may come before the annual meeting. In the event that any other business comes before the meeting, the persons named in the proxy shall vote in accordance with their best judgment.

VOTING OF PROXIES

The presence, in person or by proxy, of the holders of a majority of the shares of the Common Stock outstanding on the Record Date is required for a quorum with respect to the matters on which action is to be taken at the annual meeting. Abstentions and broker non-votes (i.e., proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owner to vote shares as to non-routine matters, with respect to which the brokers or nominees do not have discretionary power to vote) will be treated as present for purposes of determining a quorum. **Prior to 2010, the election of directors was considered a routine proposal for which brokers and nominees could exercise their discretionary power to vote without direction by the beneficial owner of such shares. Brokers and other nominees are no longer permitted to vote shares in the election of directors without direction from the beneficial owner of such shares. Therefore, we urge shareholders who hold their shares in "street name" to follow their broker's or nominee's directions for providing instructions as to how the broker or nominee should vote their shares.** Proxies received by the Board of Directors will be voted in accordance with the specifications indicated by the shareholder and unless authority to vote upon the election of the directors, or as to individual nominees, is withheld, the proxies will be voted FOR all of the nominees listed in the proxy statement.

Directors are elected by a plurality of the votes cast by holders of the Corporation's Common Stock entitled to vote at a meeting at which a quorum is present. In other words, as long as a quorum is present at the annual meeting, the twelve (12) nominees who receive the largest number of votes will be elected as directors. Any shares not voted, whether by withheld authority, broker non-vote or otherwise, will have no effect in the election of directors.

INDEPENDENT AUDITORS

The financial statements of the Corporation for the year ended December 31, 2025, have been audited by Baker Tilly, independent public accountants.

The Audit Committee pre-approved all audit and allowable non-audit services provided by the independent auditors in accordance with policies and procedures established by the Audit Committee, which include review of the engagement letter for each type of service. The Audit Committee has considered whether the provision of non-audit services is compatible with the independent auditors' independence and satisfied itself as to the auditors' independence.

The Audit Committee and the Board have selected Baker Tilly as the Corporation's independent auditors for the year ending December 31, 2026.

Robert J. Riegelman, Secretary
Oak Creek, Wisconsin
June 4, 2026

IT IS IMPORTANT THAT THE PROXIES BE RETURNED PROMPTLY. THEREFORE, PLEASE VOTE ONLINE, BY TELEPHONE, OR IF YOU REQUESTED PAPER COPIES OF THE PROXY MATERIALS, BY SIGNING, DATING AND RETURNING THE PROXY AS SOON AS POSSIBLE EVEN IF YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON.