

BANKGUAM HOLDING COMPANY

111 West Chalan Santo Papa
Hagåtña, Guam 96910

PROXY STATEMENT

These proxy materials are furnished in connection with the solicitation by the Board of Directors of the Company of proxies for use at the Annual Meeting of Shareholders of the Company to be held on Monday, May 22, 2023, at 7:00 p.m., in the lobby of Bank of Guam's headquarters, located at 111 West Chalan Santo Papa, Hagåtña, Guam 96910 and at any adjournment or postponement thereof. These proxy materials are first being made available to shareholders on or about April 6, 2023.

Throughout this proxy statement, unless the context indicates or requires otherwise, when we use the terms "the Company," "we," "our" or "us," we are referring to BankGuam Holding Company, and its wholly owned subsidiary, Bank of Guam (which we refer to as the "Bank"). When we use the terms the "Board" or the "Board of Directors," we are referring to the Board of BankGuam Holding Company, unless the context indicates or requires otherwise.

PURPOSE OF THE ANNUAL MEETING

The matters to be considered and voted upon at the Annual Meeting are:

- Proposal 1: The election of four Class III directors, each to serve for a term of three years;
- Proposal 2: To ratify the selection of Baker Tilly US, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023; and
- To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

None of the proposals to be acted upon at the Annual Meeting and discussed in this proxy statement carry rights of appraisal or similar rights of dissenters.

Internet Availability of Proxy Materials

The Company is making this proxy statement and its Annual Report available to shareholders electronically via the internet. We believe that this delivery method lowers costs and expedites shareholders' receipt of materials. The Notice of Internet Availability of Proxy Materials (the "Notice") contains instructions on how to access this proxy statement and our annual report and how to vote online.

Shareholders may request a printed copy of the proxy materials by following the instructions contained in the Notice. To the extent a shareholder has requested a printed copy of the proxy materials, a single printed copy is being delivered to multiple shareholders sharing an address unless the Company has received contrary instructions from one or more of the shareholders. The Company will deliver promptly upon written or oral request a separate copy of the Annual Report and proxy statement to a shareholder at a shared address to which a single copy of the document was delivered. If a shareholder wishes to receive a separate copy or has received multiple copies at one address and would like to receive a single copy in the future, please contact Computershare by phone toll free at (866) 641-4276 or by written request to Computershare C/O: Shareholder Services, 462 South 4th Street, Suite 1600, Louisville, KY 40202.

Who May Vote

You are a "shareholder of record" if you hold our shares directly in your name through our transfer agent, Computershare Trust Company, N.A. If you hold our shares through a broker, bank, financial institution, trust, or other nominee, then you are a holder of our shares in "street name." If you hold your shares in "street name," you must instruct the broker or other nominee about how to vote your shares.

Only those common shareholders of record as of March 28, 2023 (the “Record Date”) will be entitled to notice of, and to vote at, the Annual Meeting. On that date 18,261 shares of common stock were outstanding. The determination of shareholders entitled to vote at the Annual Meeting and the number of votes to which they are entitled was made on the basis of the Company’s records as of the Record Date.

Voting of Proxies

If you are eligible to vote at the Annual Meeting and are a stockholder of record, you may submit your proxy or cast your vote in the following ways:

- *In Person* – You may vote in person at the Annual Meeting. In order to gain admittance to the Annual Meeting, you must present valid government-issued photo identification such as a driver’s license or passport.
- *By Internet*—You can vote by following the instructions provided in the Notice. Proxies submitted via internet must be received by 5:00 p.m., CHamoru Standard Time, on May 22, 2023.
- *By Telephone*—You can vote by telephone by calling 1-800-652-8683 and entering the shareholder control number found on your Notice. Proxies submitted via internet or telephone must be received by 5:00 p.m., CHamoru Standard Time, on May 22, 2023.
- *By Mail*—If you received your proxy materials by mail, you can vote by signing, dating, and mailing the proxy card in the pre-paid enclosed envelope provided with the materials. Your proxy card must be received before the voting polls close at the Annual Meeting.

If your shares are held in “street name” by a broker or other nominee, you should review the voting form used by that firm to determine whether you may provide voting instructions to the broker or other nominee by telephone or the internet.

Revocability of Proxies

Any shareholder who executes and delivers such proxy has the right to revoke it at any time before it is exercised by filing with the Corporate Secretary of the Company an instrument revoking it or by filing a duly executed proxy bearing a later date. In addition, the powers of the proxy holder will be revoked if the person executing the proxy is present at the Annual Meeting and elects to vote in person by advising the chair of the Annual Meeting of such election. Subject to such revocation or suspension, all shares represented by a properly executed proxy received in time for the Annual Meeting and as described above under “*Voting of Proxies*” will be voted by the proxy holders in accordance with the instructions on the proxy.

IF NO INSTRUCTION IS SPECIFIED WITH REGARD TO A MATTER TO BE ACTED UPON, THE SHARES REPRESENTED BY THE PROXY WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS: “FOR” THE ELECTION OF ALL NOMINEES FOR DIRECTORS LISTED HEREIN, “FOR” THE RATIFICATION OF THE SELECTION OF BAKER TILLY US, LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2023, AND, IF ANY OTHER BUSINESS IS PROPERLY PRESENTED AT THE ANNUAL MEETING, IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS.

Quorum and Vote Necessary for Action

The presence in person or by proxy (including internet and telephone voting) of a majority of the outstanding shares of stock entitled to vote at the Annual Meeting will constitute a quorum for the purpose of transacting business at the Annual Meeting. Abstentions, shares as to which voting authority has been withheld from any nominee and “broker non-votes” (as defined below), will be counted for purposes of determining the presence or absence of a quorum.

In accordance with the Company’s Articles of Incorporation and By-Laws, each shareholder of record as of the Record Date is entitled to cast one vote for each share of stock held on each matter presented for a vote at the Annual Meeting. In the case of director elections, each such shareholder is entitled to cast one vote for up to four candidates. For example, a shareholder holding 100 shares may cast 100 or fewer (but not more) votes for each of four candidates. A shareholder may

not cumulate votes (i.e., you may not cast a number of votes greater than the number of shares that you own for any one candidate). Also, a shareholder may not vote for more than four of the nominees.

Directors are elected by a plurality standard, meaning that the winning candidate need only receive more votes than a competing candidate. If a director runs unopposed, he or she needs only one vote to be elected. The vote of a majority of the shares represented at the Annual Meeting is required for approval of Proposal 2 as well as for any other matter that may properly come before the Annual Meeting.

A broker or nominee holding shares for beneficial owners may vote on certain matters at the Annual Meeting pursuant to discretionary authority or instructions from the beneficial owners. However, with respect to other matters for which the broker or nominee may not have received instructions from the beneficial owners and may not have discretionary voting power under the applicable rule of the stock exchange or other self-regulatory organization to which the broker or nominee is a member, the shares held by the broker or nominee may not be voted. Such unvoted shares are called “broker non-votes.” Such rules of the stock exchange and other self-regulatory organizations generally permit a broker or nominee, in the absence of instructions, to deliver a proxy to vote for routine items, such as the ratification of independent auditors. Consequently, shares held by a broker or nominee will constitute “broker non-votes” regarding non-routine items, such as the election of directors. Broker non-votes will have no effect on the election of directors.

Person Making the Solicitation

This solicitation of proxies is being made by the Board of Directors of the Company. The Company will pay the costs of solicitation, including the expense of preparing, assembling, printing, and mailing this proxy statement and the material used in the solicitation of proxies for the Annual Meeting. It is contemplated that proxies will be solicited principally through the use of the mail, but officers, directors, and employees of the Company and Bank of Guam may solicit proxies personally or by telephone, without receiving special compensation therefor. Although there is no formal agreement to do so, the Company may reimburse banks, brokerage houses, and other custodians, nominees, and fiduciaries for their reasonable expense in forwarding these proxy materials to their principals.

BENEFICIAL OWNERSHIP OF COMMON STOCK

Principal Shareholders

The following table sets forth information with respect to the beneficial ownership of common stock as of March 31, 2023, by those persons known to the Company to be the beneficial owners of more than five percent of the outstanding voting common stock of the Company:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership ¹	Percent of Class
Joaquin P.L.G. Cook P.O. Box BW Hagåtña, Guam 96932	9,380 ²	51.36%
Eugenia A. Leon Guerrero P.O. Box BW Hagåtña, Guam 96932	3,630 ³	19.87%
Ada's Trust & Investment, Inc. 120 Father Duenas Avenue Hagatna, Guam 96910	1,136 ⁴	6.22%
David Joseph John & Teresa Ada John Trustees for the John Family Living Trust DTD 08/21/2019 120 Father Duenas Avenue, Suite 110 Hagatna, Guam 96910	941 ⁵	5.15%
Roger P. Crouthamel P.O. Box 357 Hagåtña, Guam 96932	923 ⁶	5.05%

- (1) Beneficial ownership for purposes of this table is determined according to Rule 13d-3 of the Securities Exchange Act of 1934.
- (2) Includes 9,380 shares of common stock which are subject to a Voting Trust Agreement, dated as of May 1, 2022, (the "VTA"), among certain shareholders, including Joaquin P.L.G. Cook (as the "Trustee"). Under the VTA, the parties agreed to grant the Trustee certain powers and rights with respect to shares of common stock of the Company owned by the parties. The VTA provides, among other things, that the Trustee has the power and discretion to vote, consent to or take any shareholder action of any kind concerning the Company. The VTA limits this right by (1) requiring that in selecting any nominee or proxy, the Trustee must select a nominee or proxy who is either a shareholder, director or officer of the Issuer; (2) providing that a majority of the Shares held by the parties may advise the Trustee in writing that the Trustee is not authorized to take a proposed vote, consent or action; and (3) requiring that if any parties or Permitted Transferees (as defined in the VTA) of the parties are nominees for director of the Issuer, the Trustee shall vote the shares in favor of such nominees. The VTA terminates on May 1, 2047. This total also includes 28 shares of which Mr. Cook is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. Of the 28 shares of common stock, (i) 16 shares are held directly; (ii) 8 shares are held in trusts for the benefit Mr. Cook; and (iii) 4 shares are held by Mr. Cook as custodian for the benefit of his children. Mr. Cook disclaims beneficial ownership of the securities described above except to the extent of his pecuniary interest therein
- (3) Mrs. Leon Guerrero is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. These include (i) 3,608 shares held by The Jesus S. Leon Guerrero Family Trust dated December 14, 2000, of which Ms. E. Leon Guerrero is trustee; and (ii) 22 shares held directly. Ms. E. Leon Guerrero disclaims beneficial ownership of the securities described above except to the extent of her pecuniary interest therein. However, these shares are subject to the VTA
- (4) Ada's Trust & Investment, Inc. is the beneficial owner; however, the shares are subject to the VTA.
- (5) The John Family Living Trust is the beneficial owner; however, the shares are subject to the VTA
- (6) Mr. Crouthamel is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. This total includes (i) 812 shares as a trustee of The Crouthamel Family Trust; and (ii) 111 shares as trustee for The John Kerr Grandchildren's Trust dated May 30, 1990. Mr. Crouthamel disclaims beneficial ownership of the securities described above except to the extent of his pecuniary interest therein.

The following table sets forth information with respect to the beneficial ownership of common stock as of March 31, 2023, for each director/nominee, named executive officer and directors and executive officers as a group:

Name of Beneficial Owner	Relationship with Company	Amount and Nature of Beneficial Ownership⁷	Percent of Class
Patricia P. Ada	Director	268 ⁸	1.40%
Frances L.G. Borja	Director	65	*
Keven F. Camacho	Director, Senior Vice President and Chief Sales Officer	20 ⁹	*
Joseph M. Crisostomo	Director	31 ¹⁰	*
Joaquin P. L.G. Cook	Director, President and Chief Executive Officer	9,380 ¹¹	51.36%
Roger P. Crouthamel	Director	923 ¹²	5.05%
William D. Leon Guerrero	Chairman of the Board	161 ¹³	*
Mark J. Sablan	Director	72 ¹⁴	*
John S. San Agustin	Director	86 ¹⁵	*
Maria Eugenia H. Leon Guerrero	Director, Executive Vice President and Chief Operating Officer	19 ¹⁶	*
Symon A. Madrazo	Senior Vice President and Chief Financial Officer	1	*
All Directors and Executive Officers as a Group (11 persons)		10,486 ¹⁷	57.42%

- (7) Unless otherwise noted in the following footnotes, the listed beneficial owner has sole voting and investment power. Beneficial ownership for purposes of this table is determined according to Rule 13d-3 of the Securities Exchange Act of 1934.
- (8) Ms. Ada is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. However, these shares are subject to the VTA.
- (9) Mr. Camacho is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. However, these shares are subject to the VTA.
- (10) Mr. Crisostomo and Joyce Q. Crisostomo own the shares as joint tenants.
- (11) Mr. Cook is a beneficial owner of 28 shares as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. These shares are subject to the VTA, of which Mr. Cook is Trustee. See footnote 2 under Principal Shareholders table above
- (12) Mr. Crouthamel is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. This total includes (i) 812 shares as a trustee of The Crouthamel Family Trust; and (ii) 111 shares as trustee for The John Kerr Grandchildren's Trust dated May 30, 1990. Mr. Crouthamel disclaims beneficial ownership of the securities described above except to the extent of his pecuniary interest therein
- (13) Mr. Leon Guerrero and Zita T. Leon Guerrero own the shares as joint tenants. However, these shares are subject to the VTA.
- (14) Mr. Sablan is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. These shares include (i) 69 shares held directly; (ii) 2 shares held by Mr. Sablan and Caroline H. Sablan, Mr. Sablan's wife; and (iii) 1 share held by Mrs. Sablan. All are subject to the VTA.
- (15) Mr. San Agustin is a beneficial owner as determined pursuant to Rule 13d-3 of the Securities Exchange Act of 1934. These shares include (i) 37 shares held directly; and (ii) 49 shares held indirectly through a Jerome Cizek, Trustee Morling & Co. 401k Plan FBO John Shimizu San Agustin.
- (16) Ms. Leon Guerrero is a beneficial owner as determined pursuant to Rule 13d-3(a)(2) of the Securities Exchange Act of 1934. These shares include (i) 15 shares held directly and (ii) 2 shares held by Maria Eugenia H. Leon Guerrero as custodian for her son, Tao Anthony Leon Guerrero Nuestro and (iii) 2 shares held by Maria Eugenia H. Leon Guerrero as custodian for her son, Taiche' Leon Guerrero Nuestro. All are subject to the VTA.
- (17) This number includes Shareholders of the VTA who are not Directors or Officers of the Company but as a result of the VTA, Mr. Joaquin P.L.G. Cook, as the Trustee, has authority to vote their shares. For additional information see footnote 2 under Principal Shareholders table above.

**PROPOSAL NUMBER 1:
ELECTION OF DIRECTORS**

The By-Laws of the Company provide that the Board of Directors is divided into three classes (Class I, Class II and Class III), all to be elected by the holders of the Common Stock of the Company. Each Class consists of not less than three members to be elected for a term of three years, with their terms to be staggered so that one Class of directors will be elected each year. Four directors, constituting the Class III Directors, will be elected by the holders of the Common Stock at the Annual Meeting to be held on May 22, 2023.

Directors

The following directors are being nominated for election by our Board: Joaquin P.L.G Cook, John S. San Agustin, Kamia L.G. Dierking, and Maria Eugenia H. Leon Guerrero.

For details regarding Board qualifications and the specific experiences, qualifications and skills of each of our director nominees, please see “Board of Directors – Nominees for Directors” below.

BOARD OF DIRECTORS

Nominees for Directors

The four nominees are presently Class III Directors. They were recommended by the Nominating and Governance Committee and approved by the Board of Directors, and, unless the shareholder marks the proxy to withhold the vote, the proxy, if returned as described above in “*Voting of Proxies*” and not subsequently revoked, will be voted in favor of their election as directors. If for any reason any such nominee becomes unavailable for election, the proxy holders will vote for such substitute nominee as may be designated by the Board of Directors in its discretion. The names of the nominees for the Class III Directors and the background information furnished by them, including their principal occupations and their employment for the past five years, are set forth below.

Joaquin P. L.G. Cook, age 44, was appointed President and Chief Executive Officer of the Company and the Bank on March 20, 2019. He is also the Vice Chairman of the Board of the Company and Bank. Mr. Cook previously served as the Interim President and Chief Executive Officer from May 1, 2018 until November 26, 2018, and again from January 1, 2019 until March 20, 2019. Mr. Cook also served as Executive Vice President and Chief Sales & Service Officer of the Company and the Bank from January 5, 2015 until March 20, 2019, and, before that, he had been the Bank’s Compliance Department manager since 2011. He held several other positions within the Bank including Assistant Vice President, Branch Manager and Commercial Loan Officer. He started his career with the Bank in 2001 as a Management Trainee. He has been a director of the Company since it organized in 2011. He has been a director of the Bank since 2007. He is Secretary/Treasurer of Byerly & Cook Corp., a local company specializing in industrial coatings and auto accessories and a member of the management committee of IP&E Holdings, LLC, a local company that owns and operates the Shell franchise in Guam. He is currently the owner/member of Ignite LLC, dba Crust Pizzeria, a Guam-based restaurant, and a Director of ASC Trust LLC, a Guam company that focuses on retirement plan administration. He is also the Vice-Chairman of the Guam Visitors Bureau Board of Directors. Mr. Cook graduated from the Pacific Coast Banking School in 2011. He attended St. John’s School and received his Bachelor’s degree in Management Science from University of California, San Diego. He then obtained his Master’s Degree in Business Administration from the University of San Diego. We believe that Mr. Cook’s banking experience and business relations experience and his extensive knowledge of the Company’s market area, particularly Guam, well qualify him to serve on our Board.

John S. San Agustin, age 60, was appointed to the Board of Directors of both the Company and Bank in November 2018. He is currently a partner at Morling & Company a financial services firm, specializing in tax, accounting and financial consulting located in San Francisco, California that emphasizes in small and high net worth clients. He has been with Morling & Company for over 20 years. He specializes in employee stock option planning, international taxation, retirement plans and estate/ fiduciary taxation. Mr. San Agustin was appointed as a member to the Company’s Board of Directors because of his extensive business, accounting and tax experience and community involvement in California, especially the San Francisco Bay Area market.

Kamia L.G. Dierking, age 42, was appointed to the Board of the Company and the Bank on November 28, 2022. She is currently the Director of Employee Experience at GTA Teleguam also known as GTA, one of Guam's leading telecommunication companies, providing telephone, cellular, internet and television services to residents, businesses, military, and government agencies on Guam. She has been with that company since 2006 holding numerous positions from Product Manager, Account Manager, Director of Marketing & Communications and to her present position which she has occupied since 2019. In this role, her duties include employee communications, engagement, talent acquisition and retention, developing corporate culture, and all matters pertaining to driving HR's operational excellence initiatives. K. Dierking was appointed as a member to the Company's Board of Directors because of her extensive experience in business, marketing, communications, human resources management and community involvement in Guam. We believe that Ms. Dierking's marketing and media relations experience and her extensive knowledge of the Company's market area, particularly Guam, well qualifies her to serve on our Board.

As provided in the VTA, Kamia L.G. Dierking was appointed to fulfill the remaining term of the late Martin D. Leon Guerrero, her uncle, following his death. The VTA provides, among other things, that if any parties or Permitted Transferees (as defined in the VTA) of the parties are nominees for director of the Company, the Trustee shall vote the shares in favor of such nominees. The VTA terminates on May 1, 2047.

Maria Eugenia H. Leon Guerrero, age 43, was appointed to the Board of the Company and the Bank in February 2019 and Executive Vice President and Chief Operating Officer on March 20, 2019. She previously served as the Executive Vice President/Retail and Card Services of the Bank and the Executive Vice President of the Company and has worked in the Bank since 2009. She joined the Bank in 2009 and held several positions such as Vice President, Director of Card Services, Six Sigma Champion and Strategic Planning Officer, and Credit Officer. She holds a Bachelor of Arts Degree in International Studies from the University of Washington, and a Master of Business Administration, University of Washington, Foster School of Business. She also graduated from the Pacific Coast Banking School in 2017. Ms. Leon Guerrero is also a director of ASC, LLC, the President of the Guam Woman's Chamber of Commerce and involved in various community organizations, including as Chairwoman of the Foundation for Public Education and Chairwoman for the Hagatna Restoration and Development Authority. She is the daughter of the late Anthony A. Leon Guerrero, who was the President and Chief Executive Officer of the Bank from 1992 to 2005. We believe that Ms. M. Leon Guerrero's banking experience and her extensive knowledge of the Company's market area, particularly Guam, well qualify her to serve on our Board.

***THE BOARD OF DIRECTORS RECOMMENDS
A VOTE "FOR" ELECTION OF EACH OF THE NOMINATED DIRECTORS.***

Incumbent Directors

As noted above, the terms of office for the Class I and Class II Directors described below will continue beyond the Annual Meeting. These directors, their ages, principal occupations for the past five years, and the year in which each director was first elected a director of the Company, are set forth below.

Class I Directors

With terms expiring in 2024.

William D. Leon Guerrero, age 71, was appointed Chairman of the Board of the Company and the Bank on March 20, 2019. Previously, he served as the Vice Chairman, Executive Vice President and Chief Operating Officer of the Company since the Company organized in 2011. He has been a Board member of the Bank since 2003 and served as the Executive Vice President and Chief Operating Officer of the Bank from 1992 until his appointment as Chairman in 2019. Mr. W. Leon Guerrero has over 47 years of banking experience. He was first hired by the Bank in 1985 as the Vice President, General Credit Administrator and in 1990 was appointed the Senior Vice President, Credit Administrator. Prior to joining the Bank, he was with CitiBank Guam from 1974 to 1985 where he became the Assistant Vice President, Credit Administrator, Corporate Banking Group. During his banking career, Mr. W. Leon Guerrero served in numerous leadership roles including as a Regent of the University of Guam and was a member of the Guam Insurance and Banking Board for numerous years. Mr. W. Leon Guerrero brings extensive knowledge of community and regional banking, particularly in the territory of Guam, including strategic, financial and regulatory considerations, to the Board of Directors. His knowledge of and relationships with banks in Guam, Commonwealth of the Northern Mariana Islands, Federated States of the

Micronesia, Republic of the Marshall Islands and the Republic of Palau are expected to support the Bank's growth in all of these markets.

Joseph M. Crisostomo, age 63, has been a Board member since the Company organized in 2011 and has been a member of the Bank Board since 2005. Mr. Crisostomo is the President and CEO of Cars Plus, LLC. He is also the President and CEO of Cycles Plus, LLC and a member of Pacific Auto Leasing, dba Thrifty Car Rental. Mr. Crisostomo was awarded the Small Business Person of the Year Award in 2006 by the SBA (Small Business Administration). He was also the Guam Business Executive of the Year in 2004. Mr. Crisostomo was a former board director of the Guam Chamber of Commerce and Chairman of the Armed Forces Committee. Additionally, he contributes to the Board his entrepreneurial skills and substantial experience as a successful car dealer/businessman. In addition, his involvement in local and community affairs provides a valuable insight and perspective to the Board which well qualifies him to serve on our Board.

Keven F. Camacho, age 48, is the Senior Vice President and Chief Sales Officer of the Bank of Guam and has been a director of the Company since August 2014. He was also appointed a director of the Bank at the same time. He started with the Bank in 1996 and held several positions with the Bank such as Branch Manager for the Tumon, Belau, Mangilao, and Upper Tumon branches. In 2003 he was appointed the Bank's Northern Regional Manager and in 2010 was appointed to the position of Vice President and Chief Lending Officer and on March 6, 2021 to his present position. From 2013 - 2015, he served as a board member of Sanctuary, Inc., a community-based organization which aims to improve the quality of life for Guam's youth to promote reconciliation during times of family conflicts, to foster the development of responsible community members, and to advocate for their needs in an effort to preserve the family unit. Since 2010 he has been a member of the Rotary Club of Northern Guam and in fiscal year 2015 – 2016 served as its President. Finally, he is a co-owner of TSC, Inc. which is a web design, maintenance, and hosting company that maintains and hosts websites for island businesses and organizations. He is a graduate of Arizona State University and received an MBA from the University of Guam in 2005. In 2003, he also graduated from the Pacific Coast Banking School at the University of Washington. We believe that Mr. Camacho's banking experience, business relations experience and extensive knowledge of the Company's market area, particularly Guam, well qualify him to serve on our Board.

Class II Directors

With terms expiring in 2025.

Patricia P. Ada, age 58, has been a director since the Company organized in 2011 and a director of the Bank since 2008. She is the Board Secretary and Vice President of Ada's Trust & Investment Inc., Manager of P and M, LLP and Manager of ADSC, LLC. The companies are involved in commercial real estate development and management and are family owned. She has been with both businesses for over 25 years. Prior to that, from 1987 to 1992, she was a management trainee and then a commercial loan officer with the Bank. From 1990 to 1991, she was a marketing representative for RCA Communications, which later became MCI, and was promoted to Marketing Manager of Guam to later become MCI International Marketing Military Manager for Korea in 1992. Ms. Ada is the Vice Chair, Hagatna Restoration & Development Authority, board member of iRecycle, member of the Guam Woman's Chamber of Commerce, the Guam Chamber of Commerce, Guam Visitors Bureau and Pacific Area Travel Association Micronesia Chapter. We believe that Ms. Ada's business and marketing relations experience, community and civic memberships and her extensive knowledge of the Company's market area, particularly Guam, well qualify her to serve on our Board.

Frances L. G. Borja, age 66, has been a director since the Company organized in 2011 and has been a Bank director since 2005. She is from the Commonwealth of the Northern Mariana Islands ("CNMI"), and her knowledge of and relationships with the local business community and citizens of the CNMI is expected to support the Bank's growth in that market. She is the President of Carmen Safeway Enterprises Inc., a retailer in general merchandise, real estate development and funeral services. Ms. Borja was a former Vice-President of the Saipan Chamber of Commerce and a past president of the Rotary Club of Saipan. She also served as a delegate and third Vice-President in the third Northern Mariana Islands Constitutional Convention. We believe that her extensive knowledge of the Company's market area in the CNMI and her leadership experience in numerous civic and business organizations well qualify her to serve on our Board.

Mark J. Sablan, age 65, has been a director since 2016 and is currently the Vice President of Business Development and Community Affairs of South Pacific Petroleum Corporation (the "SPPC"), a wholesaler and retailer of petroleum products and retail stores. He has been employed with SPPC since December 2000. Prior to joining SPPC, he was employed by Esso Eastern, Inc. (EXXON) from 1990 to 2000. Mr. Sablan has worked in the petroleum industry for 26 years and worked for Bank of Guam from 1982 to 1990. Mr. Sablan has been a member of the Guam Chamber of Commerce since 2010 and has served as the Chairman of that organization in the past and is currently on the board. He is also a member of the Guam

Chamber of Commerce Armed Forces Committee and serves as Chairman on its Steering Committee. He is a past President of the Navy League of the U.S. – Guam Council and is currently a board member. He is Chairman of the University Of Guam School Of Business and Public Administration Advisory Council, is current President of the Guam Business Partners for Recycling, Vice Chairman of the Guam Chamber of Commerce Armed Forces Steering Committee, and is Vice-Chairman of the Bookmobile Foundation (Guam Public Library System). Mr. Sablan was appointed as a member of the Company’s Board of Directors because of his extensive business experience and community involvement. We believe that Mr. Sablan’s business and marketing relations experience, community and civic memberships and his knowledge of the Company’s market area, particularly Guam, well qualify him to serve on our Board.

Roger P. Crouthamel, age 74, has been a Board member since the Company organized in 2011 and has been a member of the Bank Board since 1998. He is the Secretary of the Company and the Bank. He is presently the Assistant Secretary/Treasurer of Oceanic Resources, Inc., a real estate management company. He is a lawyer admitted to practice in California and Guam since 1973 and is Of Counsel of Camacho Calvo Law Group LLC, focused mainly on commercial and transactional law. He is also a partner of Chamorro Gardens Development, Macheche Plaza Development and LKC Development and a member of Vista Chino Development, Maite Partners, LLC and International Dining Concepts, LLC. Additionally, he is a director and Vice President of Sports Concepts Inc. a retailer in sporting goods. We believe that Mr. Crouthamel has business relations experience, his law practice for 49 years and his longtime tenure as a Board member of the Bank, and his extensive knowledge of the Company’s market area, particularly Guam, well qualify him to serve on our Board.

Board Meetings

The Company’s Board of Directors generally meets quarterly but meets more frequently when Company matters requiring Board attention arise from time to time. The Bank’s Board of Directors meet monthly to discuss matters directly related to the Bank’s business and more frequently as additional matters arise. During 2022, the Bank’s Board met 13 times, and the Company’s Board met 6 times, and each of our current directors attended at least 75% of (i) all Board meetings; and (ii) all applicable committee meetings in fiscal year 2022. While we do not have a formal policy regarding director attendance at the Annual Meeting, we strongly encourage each of our directors to attend the Annual Meeting, and all members of the Board attended the 2022 Annual Meeting.

Family Relationships

Joaquin P. L.G. Cook is the first cousin of Maria Eugenia H. Leon Guerrero.

Committees, Membership and Meetings

The Board of Directors of the Company and the Bank each has a separate standing Audit Committee (“Audit Committee”), Compensation Committee (“Compensation Committee”) and Nominating and Governance Committee (“Governance Committee”). The Bank has a standing Loan Committee, Asset Liability Committee (“ALCO”), Executive Committee and Trust Committee. Each of the Bank’s and Company’s Committees operate under charters, and the Audit, Compensation and Governance Committees’ charters are included on the Company’s website at www.bankofguam.com. Membership of the committees is as follows:

<u>Name</u>	<u>Audit*</u>	<u>Compensation*</u>	<u>Governance*</u>	<u>Loan</u>	<u>Executive</u>	<u>ALCO</u>	<u>Trust</u>
Patricia P. Ada	M	M	M		M	M	
Frances L.G. Borja			M		M		
Keven F. Camacho				M		M	M
Joseph M. Crisostomo	M	M	M			M	C
Joaquin P. L.G. Cook				M	C	M	M

Roger P. Crouthamel	C	C	C		M		M
Maria Eugenia. H. Leon Guerrero				C	M	C	M
Kamia L.G. Dierking	M	M	M			M	M
William D. Leon Guerrero				M	M	M	M
Mark J. Sablan	M	M	M	M	M		
John S. San Agustin	M	M	M	M	M		
Number of 2022 Meetings	4/16	4/4	2/2	57	12	4	12

M Member

C Chair

*Denotes a committee at both the Company and the Bank.

All other committees in the table not marked are at the Bank only.

In the number of meetings that are stated as a fraction, the number of Company meetings is the numerator and the number of Bank meetings is the denominator.

The following is a brief description of each Company and Bank committee of the Board of Directors.

Audit Committee: The Audit Committee discharges the Board of Directors' responsibility relating to the oversight of (i) the integrity of the financial statements and internal controls, (ii) the independent auditor's qualifications and independence, (iii) the performance of the independent auditors and internal audit function, and (iv) compliance with legal and regulatory requirements. The Audit Committee, among other things, is responsible for the appointment, compensation and oversight of the independent auditors and review of the financial statements, audit reports, internal controls and internal audit procedures.

The Company has a separately designated standing Audit Committee. Each member of the Audit Committee has been determined to be an independent director, in accordance with the independence standards of the NASDAQ Stock Market and the SEC Rules and Regulations applicable to audit committees, even though we are not subject to those standards.

Compensation Committee: Among other things, the Compensation Committee is appointed by the Board of Directors to (i) review and approve annually the corporate goals and objectives applicable to the compensation of the President and Chief Executive Officer and the Executive Vice President and Chief Operating Officer ("CEO" and "COO"), (ii) evaluate at least annually the CEO's and COO's performance in light of those goals and objectives, and (iii) determine and approve the CEO's and COO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's and COO's compensation, the Committee considers the Company's performance and relative shareholder return. The Committee also makes recommendations to the Board regarding the compensation of all other executive officers.

Additionally, the Committee reviews and makes recommendations to the Board regarding incentive compensation plans and equity-based plans, and where appropriate or required, recommends them for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee also has the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted, and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. The Committee also reviews director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board.

The Compensation Committee may delegate to the Director of Human Resources or other appropriate officer to administer, amend and interpret the Company's compensation and benefits programs. Each member of the Compensation Committee has been determined to be an independent director, in accordance with the independence standards of the NASDAQ Stock Market and SEC rules and regulations, even though we are not subject to those standards.

Nominating and Governance Committee: The Nominating and Governance Committee function is (1) to assist the Board, on an annual basis, by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill any such vacancy; (3) to recommend to the Board, on an annual basis, director nominees for each Board committee; and (4) to establish procedures for the Committee to exercise oversight of the evaluation of the Board.

Each member of the Nominating and Governance Committee has been determined to be an independent director, in accordance with the independence standards of the NASDAQ Stock Market and SEC rules and regulations, even though we are not subject to those standards.

The following is a brief description of the committees of the Bank's Board of Directors.

Loan Committee: The Loan Committee's principal function is to monitor and review the loan portfolio of the Bank and its branches. The Committee approves and confirms, as the case may be, all loans above a certain amount.

Executive Committee: The Executive Committee reviews the administration of the Bank and its branches, including the investment portfolio, loans in excess of \$125,000, personnel policies, and various management, credit and personnel reports.

Trust Committee: The Trust Committee's function is to oversee and direct all activities of the Trust department of the Bank, including approving all accounts opened and closed.

Asset Liability Committee: The Asset Liability Committee's principal function is to monitor and review the Bank's liquidity position (Asset/Liability management) to assure that appropriate resources are in place to meet anticipated funds demands. The Committee also manages rate sensitive assets and liabilities to provide acceptable levels of net interest income and Interest Rate Risk, which is the exposure to the Bank's Earnings and Equity Capital to future interest rate changes.

Director Compensation

The Company and the Bank use cash compensation to attract and retain qualified candidates to serve on its Board of Directors. In setting director compensation, the Company and the Bank considers the significant amount of time that directors expend in fulfilling their duties as well as the skill-level required as a member of the Board of Directors. Presently, with the exception of the Company Stock Purchase Plan Committee, directors of the Company receive no compensation for any Board or Committee meeting attended. Bank directors are paid an attendance fee of \$2,000 for each Bank Board meeting attended. Bank Board members are also paid \$250 for each committee meeting attended, with the Chairman of the Bank Audit and Bank Trust Committee being paid \$300 per meeting. The Company pays each member of the Stock Purchase Plan Committee a fee of \$250 for each meeting attended.

Survivor Income Plan and Group Policies

In 2011, the Bank Board approved entry into a survivor income plan ("SIP") for Bank directors meeting certain age requirements. The SIP was implemented to help recruit, reward and retain key executives and directors. Under the SIP, upon a participating director's death while serving on the Board, the Bank will pay a death benefit to the director's beneficiary in the amount of \$303,030.

The Bank Board members are also enrolled in the Bank's group life insurance and some are enrolled in the group health and dental insurance. The group policies are made available on the same basis as all Bank employees.

CORPORATE GOVERNANCE

Director Independence

The Board of Directors has determined that Roger P. Crouthamel, Kamia L.G. Dierking, Mark J. Sablan, Patricia P. Ada, Frances L. G. Borja, John S. San Agustin and Joseph M. Crisostomo are “independent directors” as that term is defined in the listing standards of the NASDAQ Stock Market and SEC rules and regulations, even though we are not subject to these standards. Such independence definition includes a series of objective tests, including that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. In addition, the Board of Directors has made a subjective determination as to each independent director that no relationships exist which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. See additional discussion under the section entitled Transactions with Related Persons.

Nomination of Directors

Our Nominating and Governance Committee is a joint committee of the Company and the Bank’s Boards of Directors. Among its other duties and responsibilities assigned from time to time by the Board, the Committee functions as a nominations committee by identifying individuals who are qualified to become directors and recommending candidates to the Board for selection as nominees for election as directors at our Annual Meetings and for appointment to fill vacancies on our Board.

The Committee’s charter provides that the Committee will recommend individuals who have high personal and professional integrity, who demonstrate ability and judgment, and who, with other members of the Board, will be effective in collectively serving the long-term interests of our shareholders. Candidates also must satisfy applicable requirements of state and federal banking regulators, and the Committee may develop other criteria or minimum qualifications for use in identifying and evaluating candidates. In identifying candidates to be recommended to the Board of Directors, the Committee will consider candidates recommended by shareholders. Shareholders who wish to recommend candidates to the Committee should send their recommendations in writing to:

BankGuam Holding Company
Attention: Roger Crouthamel, Corporate Secretary
P.O. Box BW
Hagåtña, Guam 96932

Each recommendation should be accompanied by the following:

- The full name, address and telephone number of the person making the recommendation, and a statement that the person making the recommendation is a shareholder of record (or, if the person is a beneficial owner of our shares but not a record holder, a statement from the record holder of the shares verifying the number of shares beneficially owned), and a statement as to whether the person making the recommendation has a good faith intention to continue to hold those shares through the date of our next Annual Meeting;
- The full name, address and telephone number of the candidate being recommended, information regarding the candidate’s beneficial ownership of our equity securities and any business or personal relationship between the candidate and the person making the recommendation, and an explanation of the value or benefit the person making the recommendation believes the candidate would provide as a director;
- A statement signed by the candidate that he or she is aware of and consents to being recommended to the Committee and will provide such information as the Committee may request in connection with its evaluation of candidates;
- A description of the candidate’s current principal occupation, business or professional experience, previous employment history, educational background, and any areas of particular expertise; and
- Information about any business or personal relationships between the candidate and any of our customers, suppliers, vendors, competitors, directors or officers, affiliated companies, or other persons with any special interest regarding our bank, and any transactions between the candidate and our Bank.

Shareholder recommendations must be received by December 7, 2023, in order to be included in the Committee's consideration for directors to be elected in the 2024 Annual Meeting of Shareholders.

Communications with the Board

Our Board of Directors encourages our shareholders to communicate with it regarding their concerns and other matters related to our business, and the Board has established a process by which you may send written communications to the board or to one or more individual directors. You may address and mail your communication to Roger Crouthamel, Corporate Secretary, at:

BankGuam Holding Company
Attention: Roger Crouthamel, Corporate Secretary
P.O. Box BW
Hagåtña, Guam 96932

You also may send your communication by email to him at rpc@bankofguam.com. You should indicate whether your communication is directed to the entire Board of Directors, to a particular committee of the Board or its Chairman, or to one or more individual directors. All communications will be reviewed by our Corporate Secretary, and with the exception of communications our Corporate Secretary considers to be unrelated to our business, forwarded on to the intended recipients. Copies of communications from a customer of the Bank relating to a deposit, loan or other financial relationship or transaction also will be forwarded to the department or division most closely associated with the subject.

PROPOSAL NUMBER 2:

RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors has appointed the firm of Baker Tilly US, LLP as its independent registered public accounting firm to perform audit services for the Company and its subsidiary, Bank of Guam, for the fiscal year ending December 31, 2023. It is anticipated that a member of that firm will be present at the Annual Meeting. That representative is not expected to make a statement but will be available to answer any questions.

The approval of a majority of the shares represented at the Annual Meeting is required to ratify the selection of Baker Tilly US, LLP.

***THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
A VOTE "FOR" THE RATIFICATION OF THE SELECTION OF BAKER TILLY US, LLP FOR THE FISCAL
YEAR ENDING DECEMBER 31, 2023***

INDEPENDENT PUBLIC ACCOUNTING FIRM'S FEES AND SERVICES

On November 1, 2020, the Company retained Baker Tilly US, LLP as its independent accountant. Baker Tilly US, LLP is licensed to practice public accounting in Guam. The Audit Committee of the Company approved the engagement of Baker Tilly US, LLP, a PCAOB-registered firm, for the audit of the Company's December 31, 2022 financial statements.

Audit Fees

Audit Fees

Following are disclosures regarding the fees billed by Baker Tilly during 2022 and 2021. It is the policy of the Audit Committee that all engagements for auditing services and non-audit services be preapproved by the Audit Committee. The preapproval includes a review of the services to be undertaken and the estimated fees that will be incurred. The Audit Committee has considered whether the provision of non-audit services by the Public Accountants is compatible with maintaining auditor independence.

Baker Tilly performed the following services for the Company relating to the year ended December 31, 2022 and 2021:

Audit Services.

The audit services rendered by Baker Tilly consisted of audits of the consolidated financial statements for the year ended December 31, 2022 and December 31, 2021, and, in connection therewith, their reviews of the Company's Annual Report during the years ended December 31, 2022 and 2021,

Audit Related Services.

Audit related services rendered by Baker Tilly in 2022 and 2021 consisted of services in connection with the Company's statutory reviews of the December 31, 2021 and 2020, financial statements for the Republic of Palau Branch, Commonwealth of the Northern Mariana Islands Branch, Republic of the Marshall Islands Branch and the Federated States of Micronesia Branch.

Tax Services.

Baker Tilly did not render any tax services to us during 2022 and 2021.

The following table sets forth the aggregate fees billed by Baker Tilly in 2022 2021, inclusive of out of pocket expenses.

	2022	2021
Audit Fees	\$ 541,880	\$ 496,281
Audit Related Fees	\$ 55,040	\$ 56,160
Tax Fees	\$ 0	\$ 0
All Other Fees	\$ 0	\$ 0

Pre-approval of Services by Principal Accountant

The Audit Committee will consider annually and, if appropriate, approve audit services by its principal accountant. In addition, the Audit Committee will consider and, if appropriate, pre-approve certain defined audit and non-audit services. The Audit Committee will also consider on a case-by-case basis and, if appropriate, approve specific engagements.

The Audit Committee pre-approved all audit fees of Baker Tilly during fiscal year 2022 and 2021.

TRANSACTIONS WITH RELATED PERSONS

The Company's Code of Ethics provides that personal interests of directors, officers and employees of the Company must not interfere with, or appear to interfere with, the interests of the Company. Directors, officers and employees of the Company may not compete with the Company or disadvantage the Company by taking for personal gain corporate opportunities or engage in any action that creates actual or apparent conflicts of interest with the Company. Any director or officer involved in a transaction with the Company or that has an interest or a relationship that reasonably could be

expected to give rise to a conflict of interest must report the matter promptly to the Audit Committee, which is responsible for determining if the particular situation is acceptable.

The following are related party transactions involving the Company's subsidiary relative to lease agreements that have been in existence for over 10 years for two branches of the Bank. The Company believes that the lease agreements are advantageous and believes the terms are fair and reasonable to the Company. Moreover, the amounts related to such transactions do not exceed the amount allowable to consider any of the related persons noted below as not being independent.

The Bank is leasing an office space in the Yigo Town Center for its Yigo Branch from Ada's Trust & Investment Inc. ("Ada's Trust"). Patricia P. Ada is a director for the Bank and the General Manager, Board Secretary and Assistant Treasurer for Ada's Trust. The Bank's ten-year lease for the 4000 square foot Yigo Branch began on December 1, 1996. The Bank has six options to renew the Yigo branch lease. The first three options were for five years each, the fourth option was for three years, and the fifth and sixth option are each one-year terms. During fiscal year 2022, the Bank paid Ada's Trust \$158,124 for rent. During the five, three, and one-year lease terms, respectively, total lease payments should equal approximately \$510,210. The members of the Board other than Ms. Ada determined this lease transaction is beneficial to the Bank and the Company and the terms of the transactions is fair to the Bank and the Company. Assuming that such terms continue to be fair and competitive, the Bank anticipates that it may exercise one or more of its final options to renew the Yigo branch lease.

The Bank is leasing office space in the Macheche Plaza Shopping Center from Macheche Plaza Development ("Macheche"). Roger P. Crouthamel is a director and Corporate Secretary of the Company and a Managing Partner of and owns a 27% interest in Macheche. The John Kerr Grandchildren's Trust also has a 15% interest in Macheche. Roger P. Crouthamel is the Trustee for The John Kerr Grandchildren's Trust. The Bank operated its Dededo Branch in the Macheche Plaza for over 30 years but recently closed it on January 29, 2022, and is converting it into a training center. The Bank's ten-year lease for the 5,574 square feet began on March 30, 1990. The lease was renegotiated in 1999 to lower the rent and extend the lease for twelve years commencing June 1, 1999. The Bank has two options to renew the lease for five years each. The lease automatically renews for five years provided the Bank does not give the landlord a notice of termination 180 days prior to the termination date. The Bank has not provided the landlord with a notice of termination. During fiscal year 2022, the Bank paid Macheche Development \$183,942 for rent and \$45,484 for common area maintenance. During the ten-year lease term, the total lease payments should equal approximately \$783,872. The members of the Board other than Mr. Crouthamel determined that this lease transaction is beneficial to the Bank and the Company, and the terms of the transaction are fair to the Bank and the Company. The Bank anticipates that it may exercise the options to renew the lease if it determines that such renewal is in the best interest of the Bank.

Additionally, the Bank has had and expects to have banking transactions in the ordinary course of business with many of the directors and executive officers of the Bank (and their associates), on substantially the same terms (including interest rates, collateral and repayment terms) as those prevailing at the time for comparable loans with persons not related to the Company. During 2022, no loan to any director or executive officer of the Company (or their associates) involved more than the normal risk of collectability or presented other unfavorable features.

Loans made by the Bank to directors and executive officers are subject to the requirements of Regulation O of the Board of Governors of the Federal Reserve System. Regulation O requires, among other things, prior approval of the Board of Directors with any "interested" director not participating and dollar limitations on amounts of certain loans, and prohibits any favorable treatment being extended to any director or executive officer in any of the Bank's lending matters. To the best knowledge of the Company, Regulation O has been complied with in its entirety.

OTHER MATTERS

If any other matters come before the Annual Meeting, not referred to in this proxy statement, including matters incident to the conduct of the Annual Meeting, the proxy holders will vote the shares represented by the proxies in accordance with their best judgment. Management is not aware of any other business to come before the Annual Meeting, and as of the date of the preparation of this proxy statement, no shareholder has submitted to management any proposal to be acted upon at the Annual Meeting.

DIRECTOR NOMINATION PROCESS AND SHAREHOLDER PROPOSALS

Shareholders may present proposals which are proper subjects for consideration at the 2024 Annual Meeting of Shareholders of the Company for inclusion in the proxy materials relating to that meeting. These proposals must be submitted in writing to the Bank of Guam, Post Office Box BW, Hagåtña, Guam 96932, Attention: Corporate Secretary. The proposals must be received by December 7, 2023, in order to be included in the proxy materials for the 2024 Annual Meeting. Any proposals of shareholders not to be included in the proxy materials and received after December 7, 2023, will be deemed to be received in an untimely fashion and proxies granted hereunder will be voted at the discretion of the persons named as proxies in the Company's proxy statement for the 2024 Annual Meeting of Shareholders.

The Company's Annual Report serves as the Bank's annual disclosure statement under Part 350 of FDIC Rules and Regulations.

By order of the Board of Directors



Roger P. Crouthamel
Corporate Secretary

April 6, 2023