

Primary Bank
Proxy Statement

Annual Meeting of Shareholders
May 12, 2021

Primary Bank

March 26, 2021

Dear Fellow Shareholders:

We cordially invite you to attend our 2021 Annual Meeting of Shareholders, to be held Wednesday, May 12, 2021 at 6:00 p.m., local time, at Murphy's Taproom and Carriage House – 393 Route 101, Bedford, New Hampshire. Registration will commence at 5:30 p.m. local time.

At the meeting we will discuss and vote on the matters described in this Annual Meeting notice and proxy statement.

Your vote is important. Please read the proxy statement with care and follow the voting instructions to ensure your shares are represented and voted at the Annual Meeting. We look forward to your participation.

Sincerely,

William E. Stone

President and Chief Executive Officer

PRIMARY BANK

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Meeting Date: Wednesday, May 12, 2021

Meeting Time: 6:00 p.m., local time

Meeting Place: Murphy's Taproom & Carriage House
393 Route 101, New Hampshire

Matters to be voted on at Annual Meeting:

1. The election of the **6** director nominees named in the attached proxy statement and the approval of their proposed terms of office;
2. Any other business that may properly come before our annual meeting or any postponements or adjournments thereof.

Record Date: Primary Bank shareholders of record as of the close of business on February 26, 2021 are entitled to notice of and to vote at the Annual Meeting and at any postponements or adjournments of the Annual Meeting.

Proxy Statement: The Proxy Statement explains how to vote your shares and summarizes information concerning the matters that will be voted on at the Annual Meeting.

Voting Your Shares by Proxy: ***Your vote is very important.*** Please submit your proxy as soon as possible by using the telephone or internet to submit your proxy. The first section of the Proxy Statement explains how to vote your shares by proxy. Submitting your proxy by one of these methods will ensure your representation at the Annual Meeting regardless of whether you attend the meeting.

Voting Your Shares in Person: Shareholders of record on the Record Date who attend the Annual Meeting in person may vote by ballot, but even if you plan to attend in person, we recommend that you cast your vote by proxy as soon as possible. If you wish to vote in person by ballot, you will need to bring a valid government-issued photo identification such as a driver's license or passport **AND** the Notice of Meeting delivered to you.

By Order of the Board of Directors,

William C. Tucker
Corporate Secretary

March 26, 2021

SUMMARY

This summary highlights information contained elsewhere in this proxy statement. We encourage you to read this proxy statement in its entirety before voting.

VOTING YOUR SHARES & QUORUM REQUIREMENT

Your vote is important. Please exercise your right as a shareholder and vote online as soon as possible. To have a quorum at the Annual Meeting, we need to have the holders of a majority of our common stock present either in person or by proxy. This is why it is so **important for you to vote online via proxy**.

You may vote if you were a shareholder of record at the close of business on February 26, 2021. Shareholders may vote in person at the meeting or submit a proxy using the internet, telephone or mail as follows:

Using the Internet:

Go to www.investorvote.com/PRBA and follow the instructions there. Proxies submitted by internet must be received by 11:59 p.m., Eastern Daylight Savings Time, on May 11, 2021.

By Telephone:

Call 1-800-652-VOTE (8683) within the U.S.A., U.S. territories & Canada using a touch tone telephone and follow the instructions provided by the recorded message. Proxies submitted by telephone must be received by 11:59 p.m., Eastern Daylight Savings Time, on May 11, 2021.

By Mail:

If you have requested and received a paper copy of your proxy card, please complete, sign, date and return your proxy card in the envelope provided. If you submit your proxy using the internet or by telephone, you do not need to return your proxy card by mail. Proxies submitted by U.S. mail must be received by 11:59 p.m., Eastern Daylight Savings Time, on May 11, 2021.

In Person:

Attend our Annual Meeting and vote by ballot. If you wish to vote in person by ballot, you will need to bring a valid government-issued photo identification such as a driver's license or passport **AND** the Notice of Meeting delivered to you.

SHAREHOLDER ACTIONS

Proposals for Your Vote	Board Voting Recommendation	Votes Required	More Information on Page
Proposal 1: Electing Directors and Approving their Terms of Office.	FOR each nominee and term	Majority of votes cast	5

Primary Bank (“**Bank**,” “**we**,” or “**our**”), a New Hampshire-chartered bank, is furnishing this proxy statement to shareholders in connection with the solicitation of proxies on behalf of the Board of Directors of the Bank (“**Board**”) for the 2021 Annual Meeting of Shareholders (“**Annual Meeting**”). This proxy statement summarizes information concerning the matters to be presented at the Annual Meeting and related information to help shareholders make an informed vote. Distribution of this proxy statement and a form of proxy to shareholders is scheduled to begin on or about March 26, 2021.

Proposal 1 – Election of Directors and Approval of Proposed Terms of Office

Proposal Snapshot:

What am I voting on?

Shareholders are being asked to elect six director nominees. This section includes information about the Board, each director nominee, and his or her proposed term of office.

Voting Recommendation

The Board recommends a vote **FOR** each of the six director nominees and their proposed terms of office.

The Board is elected by the shareholders to oversee the overall management of the Bank, review its operational and financial capabilities, and periodically assess its strategic goals. The Board serves as the ultimate decision-making body of the Bank, except for those matters reserved to shareholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the day-to-day business of the Bank. The Board acts as an advisor to senior management and ultimately monitors management’s performance.

The Bank’s Articles of Agreement require the annual election of directors and require that the directors be divided into three classes with staggered terms of office so that only one class is elected at each following annual meeting.

Required Vote

Assuming the presence of a quorum, the affirmative vote at the Annual Meeting of at least a majority of the shares of common stock present in person or by proxy and entitled to vote is required to approve the election of the director nominees and their terms of office. Abstentions will be counted as present for purposes of determining the presence of a quorum. The Board requests that you vote “**FOR**” the director nominees and their terms of office described below rather than withholding your vote.

Requirements for our Board of Directors Stated in our Articles of Agreement

Our Articles of Agreement state that our Board of Directors may not be less than 9 directors nor more than 20 directors and permit the Board to fix its size within this range. Our Board is currently composed of fifteen directors, twelve of whom have served as directors of the Bank since its opening. Our Board has recommended that the shareholders re-elect the four individuals with expiring terms who currently serve as Board members and elect the two new individuals nominated by the Board.

Identifying & Evaluating Nominees for Director

Our Board believes our directors should possess backgrounds, qualifications, skills and other attributes that, when taken together, provide the Bank with a broad range of experience in the management and operation of regulated financial institutions; the management and operation of the types of businesses found in our market, including commercial, industrial, manufacturing, construction, high-tech, and professional services businesses, and family-owned and other closely-held businesses; risk management; strategic planning; technology; and professional services such as accounting, law and financial management. Set forth below is a table summarizing certain basic information regarding each director nominee, including the nominee's name, proposed term of office, years of service as a director, and the Board committees on which the director serves. Following this table, we discuss the qualifications, skills and attributes that led our Board to decide that each nominee should be elected as a director of the Bank, including the principal occupations of each nominee for the previous five years. This discussion is followed by a table showing each nominee's beneficial ownership of the Bank's common stock.

Board's Recommended Nominees and their Proposed Terms:

The Board recommends a vote **FOR** each of the six director nominees and their proposed terms of office.

Unless otherwise directed, the persons named in the enclosed proxy will vote your proxy **FOR** this proposal.

Name:	Proposed Term:	Director Since:	Board Committees:
John Lynch	3-year term expiring at 2024 annual meeting	2015	Compensation, Corporate Governance & Nominating Committees
Daniel Sklar	3-year term expiring at 2024 annual meeting	2015	Executive; Directors Loan Committee; Audit & Compliance Committee
Nicholas Vailas	3-year term expiring at 2024 annual meeting	2015	Executive; Compensation, Corporate Governance & Nominating Committees
Philip Taub	3-year term expiring at 2024 annual meeting	2017	Executive; Compensation, Corporate Governance & Nominating Committees
Mark Feraco	3-year term expiring at 2024 annual meeting	n/a	n/a – to be assigned
Rob Prunier	3-year term expiring at 2024 annual meeting	n/a	n/a – to be assigned

Directors:

Honorable John Lynch – Mr. Lynch is a former four-term Governor of the State of New Hampshire. While in office, he balanced the budget in each year of his tenure and he focused on improving the quality of education, the result of which was a dramatic reduction in the high school dropout rate. Mr. Lynch made economic development a priority, resulting in an unemployment rate generally 40% below the national average. Prior to serving as Governor, Mr. Lynch was CEO of Knoll, a high-end office furniture company. Mr. Lynch has served as Associate Dean of Harvard Business School and has served on the Board of Citizens Bank of NH. He has been a faculty member at the Tuck Business School at Dartmouth. Mr. Lynch has a BA from the University of New Hampshire, an MBA from Harvard Business School, and a JD from Georgetown Law School.

Daniel Sklar – Mr. Sklar is a retired partner at Nixon Peabody, who concentrated his practice in lending transactions, loan workouts and liquidations, bankruptcy reorganizations, and lender liability. For more than thirty years, Mr. Sklar represented debtors, trustees, secured creditors, committees, stockholders, lessors, and senior executives in large Chapter 11 cases around the country. Mr. Sklar lectured frequently in these areas for both bar associations and private continuing education groups. For sixteen years, Mr. Sklar was an adjunct professor of law at UNH School of Law and is a member of the American Bankruptcy Institute and the New Hampshire and American Bar Associations. He is the past president of the Manchester Bar Association and is certified by the American Bankruptcy Board of Certification. Mr. Sklar received his law degree from Boston College School of Law.

Nicholas Vailas – Mr. Vailas has been developing and providing for outpatient healthcare services including surgery, diagnostics, physical therapy, urgent and primary care, and wellness. Through his partnerships with physicians and allied health professionals he has created a network of providers that offers outpatient care throughout Southern New Hampshire. Mr. Vailas has served as New Hampshire Commissioner of Health and Human Services, served as Chair of the NH Health Planning and Review Board, founded the Safe Sports Network, and was a founding member of the New Hampshire Musculoskeletal Institute. Mr. Vailas founded the New Hampshire Ambulatory Surgical Center Association, served as an active board member on numerous local boards and is a former high school football coach. Mr. Vailas graduated from Plymouth State University with a BS Degree in Health and Physical Education and a MS Degree in Exercise Physiology from the University of Michigan, Ann Arbor.

Philip Taub – Mr. Taub is a corporate lawyer at the international firm of Nixon Peabody, where he has over 26 years of experience. His love of family, travel, outdoor adventure and community permeates everything he does. Mr. Taub has been described as "the consummate trusted advisor" who is "very practical and determined to get the deal closed," and who "consistently excels at solving client's complex problems." At Nixon Peabody, he has served in many leadership roles, including chair of the Business Department and the firm's Management Committee. Mr. Taub currently leads the firm's nationally acclaimed Private Equity practice group and chairs the Firm's Policy Committee. He is a frequent lecturer and presenter on the latest trends in mergers and acquisitions, business strategies and issues important to CEO's, CFO's, and general counsel. Mr. Taub is the founder and President of the Board of Swimming With A Mission, Inc., a charity dedicated to raising money for our Veterans in need. He is also currently serving on a number of other boards, including, the National Navy UDT-SEAL Museum, the Elliot Hospital and the Granite State Children's Alliance.

Mark Feraco - Mr. Feraco, CPA/ABV is a managing member of Brayman, Houle, Keating & Albright, PLLC (BHKA), a certified public accounting firm. Mr. Feraco has been with the firm for more than 25 years after beginning his career with KPMG in their Boston office. Mr. Feraco provides a full range of services to closely held businesses, with a focus on tax planning and compliance. Additionally, Mr. Feraco holds the Accredited in Business Valuation (ABV) certification granted exclusively by the AICPA. Mr. Feraco is a member of the New Hampshire Society of Certified Public Accountants and the American Institute of Certified Public Accounts (AICPA). During his time with BHKA, Mr. Feraco has been an active board member of various non-profit organizations in the greater Nashua NH area including the Nashua Children's Home and Bridges. Mr. Feraco received his BS in Management from the University of Massachusetts and is licensed as a CPA in New Hampshire and Massachusetts.

Rob Prunier – Mr. Prunier is a partner and Executive Vice President at Harvey Construction Corporation, one of New Hampshire's leading commercial and institutional construction firms. Harvey has built many of the region's most recognized structures such as the Currier Museum of Art; Manchester-Boston Regional Airport's west terminal; the SNHU Arena; Smuttynose Brewing Company; and the redevelopment of Hampton Beach Boulevard. Mr. Prunier currently serves as Trustee of the Huntington at Nashua (Chair); Trustee of Silverstone Living (Vice Chair); Advisor to the Building and Grounds Committee at Bishop Guertin High School; Advisor to the Cerato Group; and Finance Committee member of the CHaD NH East West All-Star Football Game. He was named to the list of the Next Twenty in Nashua; has been recognized by the NH Charitable Foundation with the Emerging Leader Award; was awarded the John Sias Award by Big Brothers Big Sisters of Greater Nashua; has been named a Paul Harris Fellow by the Rotary Foundation of Rotary International (Nashua Rotary West); and was awarded the National Service to Youth Award by the Boys and Girls Clubs of America.

Committees of the Board

The following is a summary of the Board committees and their members as of the date of this proxy. *Please note Bill Steele is not seeking re-election as a Director and as such his term will expire on the date of this 2021 annual meeting.*

Audit and Compliance Committee: Monitors compliance with all laws and regulations (including CRA and BSA, board policies and procedures, bank operations, and supervise the internal and external audit functions). The Audit and Compliance Committee is also responsible for reviewing the qualifications of and engaging the external audit firm.

Members: Andy Crews, Dan Sklar, Bill Steele, Marie McKay and Bill Tucker.

Note: Bill Stone, President/CEO serves as the Audit Manager for the Bank and also attends meetings. Crystal Dionne, SVP/CFO also attends meetings.

Loan Committee: Is responsible for ensuring that all lending activities are in compliance with bank policy and that procedures are in place to monitor lending limits, approval authorities and risk management. It also has authority to approve loans within limits approved in the Bank's loan policy. Also responsible for asset quality, adequacy of loan loss reserve; monitor loans deemed to be of high risk or classified.

Members: Dan Sklar, Marie McKay, Mike Hickey, Pamela Diamantis and Bill Stone.

Note: Joseph Bator, EVP/Senior Loan Officer also attends meetings.

Compensation, Corporate Governance and Nominating Committee: Provides advice and recommendations to the full board on issues of salary, benefits, incentive compensation and equity programs (options) for management and employees. Monitors compliance with Code of Ethics, attracts qualified candidates to serve on Board, recommends candidates for election to Board, and makes recommendations for committee membership Comprised solely of outside directors.

Members: Dick Anagnost, Bill Greiner, Mike Hickey, John Lynch, Nick Vailas, Phil Taub and Peter Milnes.

Investment and Asset-Liability Management Committee: Monitors investment activity and set policies for purchase and sale of securities; evaluates the performance of the investment portfolio; shall monitor the Bank's liquidity; monitors the Banks's balance sheet to ensure that products and funding sources meet the Bank's asset-liability targets; and monitors interest rate risk.

Members: Bill Greiner, Ken Solinsky, Bill Steele, Bill Tucker, Peter Milnes, Pamela Diamantis, Bill Stone, President/CEO, Crystal Dionne, SVP/CFO

Note: David Heald, VP/Controller also attends meetings.

Executive Committee: Is empowered to act when the full Board is unable to meet, for example, between regular meetings. The committee may meet on important corporate matters and then report to the full Board.

Members: Dick Anagnost, Andy Crews, Bill Greiner, Dan Sklar, Ken Solinsky, Bill Stone, Nick Vailas and Phil Taub

DIRECTORS' COMPENSATION

No cash compensation for service on the Board or any Board Committee has been paid through 3/26/2021. Directors may receive stock options pursuant to the Bank's stock-based incentive plan. The exercise price of the options will be determined by a committee that administers the stock-based incentive plan and will be specified in each director's individual award agreement. The exercise price will not be less than the greater of (i) fair market value, or (ii) \$10.00 per share - pursuant to the FDIC's Policy Statement for Deposit Insurance Applications. As of March 26, 2021, 83,000 stock option grants have been made.

Effective January 1, 2019, the Board of Directors approved compensation equivalent to \$100 per Board or Committee meeting attended to be distributed annually in the form of restricted stock. Effective January 1, 2021, the Board of Directors approved compensation equivalent to \$500 per Board meeting and \$200 per Committee meeting attended to be distributed annually in the form of restricted stock. As of March 26, 2021, Director Stock Compensation amounting to 5,182 shares has been issued.

STOCK OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS AND CERTAIN BENEFICIAL OWNERS

Our voting securities are our common stock. The following table shows the number of shares of our common stock beneficially owned as of February 26, 2021 by each director and by all directors and executive officers as a group.

To the knowledge of the Bank, except as noted below, there are no natural persons or corporate entities that beneficially controlled more than 5.0% of the Bank's outstanding common stock as of February 26, 2021. Kenneth Solinsky has beneficial control over 412,723 shares of the Bank's common stock, which represents 9.401% of the Bank's issued and outstanding common stock as of February 26, 2021. Grace Solinsky, who is married to Kenneth Solinsky, has beneficial control over 412,501 shares of the Bank's common stock, which represents 9.396% of the Bank's issued and outstanding common stock as of February 26, 2021.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership ⁽¹⁾	% of Outstanding Shares of Common Stock ⁽²⁾
Dick Anagnost	28,968	0.660%
H. Andrew Crews	60,000	1.367%
William Greiner	33,957	0.779%
J. Michael Hickey	25,880	0.589%
Honorable John Lynch	17,246	0.393%
Marie McKay	65,375	1.489%
Daniel Sklar	14,024	0.319%
Kenneth Solinsky	412,723	9.401%
William Steele, Jr.	17,294	0.394%
William E. Stone	12,963	0.295%
Phil Taub	34,359	0.783%
William Tucker	50,554	1.151%
Nick Vailas	37,052	0.844%
Pamela Diamantis	7,230	0.165%
Peter Milnes	6,795	0.155%
Crystal A. Dionne, SVP/CFO	5,500	0.125%
Joseph Bator, EVP & Senior Loan Officer	4,000	0.091%
Renate Wallem, SVP Operations	3,500	0.080%
All directors and officers (as a group)	832,703	19.080%

- (1) An individual is considered to beneficially own shares of common stock if he or she directly or indirectly has or shares voting power (i.e., the power to vote or to direct the voting of) or investment power (i.e., the power to dispose or direct the disposition of), of the shares or has the right to acquire such beneficial ownership within sixty (60) days of February 26, 2021. No account is made for shares of common stock that may be issued to the named persons upon the issuance or grant of warrants or stock option rights following approval of proposals submitted at the Annual Meeting.
- (2) Calculation of percentages is based upon a total of 4,390,302 shares of common stock issued and outstanding as of February 26, 2021.

GENERAL DISCLOSURES

By-Laws Changes

There have been no changes to the By-Laws since the last annual shareholder meeting notice.

Over the Counter Availability

Our common stock is traded under the symbol “PRMY” on the OTCPink marketplace, which is operated by OTC Markets Group. The OTCPink marketplace maintains a website at www.otcmarkets.com/home, and is an electronic inter-dealer quotation system that displays quotes, last-sale prices, and volume information for many OTC equity securities that are not listed on a national securities exchange.

Related Party Transactions

On July 2, 2015, the Bank entered into a Lease Agreement with 209 Route 101 Realty LLC, for its principal place of business located at 207 Route 101, Bedford, New Hampshire. Mr. Greiner, a member of the Board, owns 19.43% of 209 Route 101 Realty LLC; Mr. Anagnost, a member of the Board, owns 10.00% of 209 Route 101 Realty LLC; Mr. Vilas, a member of the Board, owns 10.00% of 209 Route 101 Realty LLC; and Mr. Sklar, a member of the Board, owns 3.75% of 209 Route 101 Realty LLC. A third-party opinion was obtained regarding the fairness of the terms and conditions of the lease.

In September 2018, the Bank entered into a Lease Agreement with North Elm Street Realty, LLC, for the purpose of opening a second branch location at 1662 Elm Street in Manchester, NH. Mr. Anagnost, a member of the Board, owns North Elm Street Realty, LLC. A third-party opinion was obtained regarding the fairness of the terms and conditions of the lease. All other business dealings with the firms and companies affiliated with a member of the Bank’s Board of Directors have been immaterial.

In July 2019, the Bank entered into a Lease Agreement with 124 Bedford Center Road, LLC for the purpose of opening an operations center location at 124 Bedford Center Road, Bedford, NH. Mr. Greiner, a member of the Board, owns 40% of 124 Bedford Center Road LLC. A third-party opinion was obtained regarding the fairness of the terms and conditions of the lease.

In September 2019, the Bank entered into a Lease Agreement with 23 Crystal Avenue, LLC, LLC, for the purpose of opening a third branch location at 23 Crystal Avenue, Derry, NH. Mr. Anagnost, a member of the Board, owns 23 Crystal Avenue, LLC. A third-party opinion was obtained regarding the fairness of the terms and conditions of the lease.

In March 2021, the Bank intends to enter into a Lease Agreement with ABAD, LLC, for the purpose of opening a fourth branch location at 327 Amherst Street, Nashua, NH. Mr. Anagnost, Mr. Greiner and Mr. Crews, all members of the Board, each own 25% of ABAD, LLC. A third-party opinion was obtained regarding the fairness of the terms and conditions of the lease.

All other business dealings with the firms and companies affiliated with a member of the Bank’s Board of Directors have been immaterial.

OTHER MATTERS

The Board knows of no other business that will be presented for consideration at the Annual Meeting, other than those items presented in this Proxy Statement. The enclosed proxy confers upon each person entitled to vote the shares represented thereby with discretionary authority to vote such shares in accordance with his or her best judgment with respect to any other matters that may properly be presented for action at the Annual Meeting.

The Bank's Bylaws require several criteria to be met for any shareholder who desires a proposal to be considered or an individual to be nominated for election as a director at an Annual Meeting of Shareholders. Should any shareholder desire a proposal to be considered at the Annual Meeting or desire to nominate person(s) for election as a director at the Annual Meeting, the Bank's Bylaws require a written notice of such proposal or nomination to be delivered to the Bank's Secretary at the principal offices of the Bank at 207 Route 101, Bedford, NH 03110 not less than 120 days but not more than 180 days prior to the anniversary date of the immediately preceding annual meeting. This written notice must contain certain information as set forth in the Bylaws, including: a brief description of the business desired to be brought before the meeting and the reasons therefore, information regarding the shareholder proponent and any financial interest in such proposal, and/or biographical and financial information concerning the shareholder and the shareholder's nominee(s).