
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 22, 2025

AMERANT

Amerant Bancorp Inc.
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

001-38534
(Commission
file number)

65-0032379
(IRS Employer
Identification Number)

220 Alhambra Circle
Coral Gables, Florida
(Address of principal executive offices)

(305) 460-8728
(Registrant's telephone number, including area code)

33134
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Class A Common Stock

Trading Symbols
AMTB

Name of exchange on which registered
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 22, 2025 (the “Effective Date”), the Board of Directors (the “Board”) of Amerant Bancorp Inc. (the “Company”) authorized increasing the size of the Board from nine (9) to eleven (11) members, and thereafter appointed Lisa Lutoff-Perlo and Odilon Almeida Júnior to serve as members of the Company’s Board, with such appointments to be effective as of the Effective Date. The appointment of the two directors was based upon the recommendation of the Corporate Governance, Nominating and Sustainability Committee of the Board. Each of the two newly appointed directors will serve until the 2025 Annual Meeting, subject to his or her earlier death, or until they shall resign or shall have been removed from office in the manner provided in the Company’s Amended and Restated Bylaws. Each of the two appointed directors will also be appointed to the Board of Directors of the Company’s wholly owned bank subsidiary, Amerant Bank, N.A. (the “Bank”). The appointments of Ms. Lutoff-Perlo and Mr. Almeida Júnior were not pursuant to any arrangement or understanding between each of the directors and any other person.

As of the date of this Current Report on Form 8-K, the Board has not appointed either of the two newly appointed directors to serve on any committees of the Board and has not made a decision regarding which committee(s) of the Board, if any, each of the two newly appointed directors is expected to be appointed to in the future.

Neither Ms. Lutoff-Perlo or Mr. Almeida Júnior have any transactions reportable under Item 404(a) of Regulation S-K. As newly appointed non-employee directors of the Board in 2025, each of the appointed directors are each entitled to a pro-rata portion of the \$46,000 annual retainer for service on the Board. If Ms. Lutoff-Perlo and Mr. Almeida Júnior are appointed to serve on any committee(s) of the Board they shall each be entitled to a pro-rata portion of the annual retainer for service on each of the Company Board Committees to which they are appointed. These amounts will be pro-rated for 2025, based upon time of service as a Company director. Each newly appointed director shall also be entitled to any annual equity compensation granted to members of the Board in the form of restricted stock units.

Item 8.01 Other Events

On January 22, 2025, the Company issued a press release announcing the appointment of Ms. Lutoff-Perlo and Mr. Almeida Júnior to the Boards of Directors of the Company and the Bank. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release dated January 22, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



FOR IMMEDIATE RELEASE

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AMERANT BANCORP ANNOUNCES THE APPOINTMENT OF TWO NEW BOARD MEMBERS

MIAMI, FL (January 22, 2025)— Amerant Bancorp Inc. (NYSE: AMTB) (“Amerant” or the “Company”) and its subsidiary, Amerant Bank, announced the appointment of Lisa Lutoff-Perlo and Odilon Almeida Júnior to its Board of Directors.

“I am pleased to welcome Lisa and Odilon to our Board of Directors. Both are well respected, locally based leaders with strong community ties and significant C-suite and public company board experience,” said Jerry Plush, Chairman and CEO of Amerant Bancorp. “The expertise, connections and strategic vision of these two exceptional individuals will play a key role in guiding Amerant towards continued growth and success.”

Lisa Lutoff-Perlo is a South Florida trailblazer in the global hospitality industry with nearly 40 years of leadership experience. Most recently, she served as the President & CEO of FIFA World Cup 2026™ Miami Host Committee until November 2024. Ms. Lutoff-Perlo spent 40 years in progressive leadership positions at the Royal Caribbean Group most recently as Vice Chairman of External Affairs, having previously served from 2014 until 2023 as President and CEO of Celebrity Cruises (2014–2023), one of Royal Caribbean Group’s multibillion-dollar subsidiaries. Ms. Lutoff-Perlo is currently a member of the Board of Directors of AutoNation (NYSE: AN) where she also serves on the Audit and Corporate Governance and Nominating Committees. She is also the Chair of the Board of Directors of the Hornblower Group.



Odilon Almeida Júnior is a global leader with more than a decade experience serving on boards of public and private companies. Currently, he works in private equity as the Managing Principal of AJ. Holdings Co. and as an Operating Partner at Advent. He is the former President, Chief Executive Officer and Board member of ACI Worldwide (NASDAQ: ACIW), and prior to that, during his 17-year tenure at The Western Union Company (NYSE: WU), he advanced through a series of general management roles of increasing responsibility. He last served as President of Western Union Global Money Transfer. In this role, he led Western Union's \$5 billion consumer business across more than 200 countries while expanding the company's digital footprint to 90 Countries in only three years. Mr. Almeida is a member of the Board of Directors of NCR Atleos (NYSE: NATL) where he serves on the Audit and Nominating and Governance Committees.

For more information about Amerant Bank, visit amerantbank.com and follow on Facebook, Twitter, Instagram and LinkedIn @AmerantBank.

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About Amerant Bancorp Inc.

Amerant Bancorp Inc. is a bank holding company headquartered in Coral Gables, Florida since 1979. The Company operates through its subsidiaries, Amerant Bank, N.A. (the "Bank"), Amerant Investments, Inc., and Amerant Mortgage, LLC. The Company provides individuals and businesses with deposit, credit and wealth management services. The Bank, which has operated for over 40 years, is headquartered in Florida and operates 19 banking centers – 18 in South Florida and 1 in Tampa, FL. For more information, visit www.investor.amerantbank.com.