

**AMB**  
**FINANCIAL CORP**

March 20, 2019

Dear Fellow Stockholder:

On behalf of the Board of Directors and management of AMB Financial Corp., we cordially invite you to attend the 2019 annual meeting of stockholders. The annual meeting will be held at 10:30 a.m. Central Time on Wednesday, April 24, 2019 at our main office located at 7880 Wicker Avenue, St. John, Indiana.

In addition to the election of two directors, stockholders are also being asked to ratify the appointment of Plante & Moran, PLLC as our independent auditors. The Board of Directors unanimously recommends that you vote **FOR** the election of the nominees for director and **FOR** the ratification of the appointment of Plante & Moran, PLLC.

We encourage you to attend the meeting in person. Whether or not you attend the meeting, **please read the enclosed proxy statement and then complete, sign and date the enclosed proxy card and return it in the postage prepaid envelope provided as promptly as possible.** This will save us the additional expense of soliciting proxies and will ensure that your shares are represented. Please note that you may vote in person at the meeting even if you have previously returned the proxy.

Thank you for your attention to this important matter.

Sincerely,



MICHAEL MELLON  
*President and Chief Executive Officer*



**AMB**  
**FINANCIAL CORP**  
7880 Wicker Ave., Suite 101  
St. John, Indiana 46373  
(219) 365-6700

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
To be Held on April 24, 2019

Notice is hereby given that the 2019 annual meeting of stockholders of AMB Financial Corp. will be held at our main office located at 7880 Wicker Avenue, St. John, Indiana, at 10:30 a.m., Central Time, on Wednesday, April 24, 2019.

A proxy card and a proxy statement for the meeting are enclosed.

The annual meeting is for the purpose of considering and acting upon:

- Proposal I.      The election of two directors of AMB Financial Corp., each with a term of three years;
- Proposal II.     The ratification of the appointment of Plante & Moran, PLLC as the independent auditors for AMB Financial Corp. for the year ending December 31, 2019; and

such other matters as may properly come before the annual meeting, or any adjournments or postponements thereof. We are not aware of any other business to come before the annual meeting.

Any action may be taken on any one of the foregoing proposals at the annual meeting on the date specified above, or on any date or dates to which the annual meeting may be adjourned or postponed. Stockholders of record at the close of business on March 5, 2019 are the stockholders entitled to vote at the annual meeting and any adjournments or postponements thereof.

You are requested to complete and sign the enclosed form of proxy, which is solicited on behalf of the Board of Directors, and to mail it promptly in the enclosed envelope. Your proxy will not be used if you attend and vote at the annual meeting in person.

BY ORDER OF THE BOARD OF DIRECTORS



Michael Mellon  
*President and Chief Executive Officer*

St. John, Indiana  
March 20, 2019

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**IMPORTANT: The prompt return of proxies will save us the expense of further requests for proxies to ensure a quorum at the annual meeting. A self-addressed envelope is enclosed for your convenience. No postage is required if mailed within the United States.**

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# PROXY STATEMENT

## AMB

### FINANCIAL CORP

7880 Wicker Ave., Suite 101  
St. John, Indiana 46373  
(219) 365-6700

### ANNUAL MEETING OF STOCKHOLDERS

April 24, 2019

The Board of Directors is using this proxy statement to solicit proxies from the holders of AMB Financial Corp. common stock for use at our 2019 annual meeting of stockholders. We are mailing this proxy statement and the enclosed form of proxy to our stockholders on or about March 20, 2019.

Since our common stock is not registered under the Securities Exchange Act of 1934 (the "Exchange Act"), this proxy statement is not intended to comply with the disclosure requirements applicable to proxy statements of companies with shares registered under the Exchange Act.

Certain of the information provided herein relates to our wholly owned subsidiary, American Community Bank of Indiana, which we refer to as American Community Bank or the Bank.

#### **Time and Place of the Annual Meeting; Matters to be Considered**

Our annual meeting will be held as follows:

**Date:** April 24, 2019  
**Time:** 10:30 a.m., Central Time  
**Place:** Main office of AMB Financial Corp.  
7880 Wicker Avenue  
St. John, Indiana 46373

At the annual meeting, stockholders are being asked to consider and vote upon the following proposals:

- The election of two directors of AMB Financial Corp., each having a term of three years;
- The ratification of the appointment of Plante & Moran, PLLC as our independent auditors for the year ending December 31, 2019; and

any other matters that may properly come before the annual meeting. As of the date of this proxy statement, we are not aware of any other business to be presented for consideration at the annual meeting.

#### **Voting Rights of Stockholders; Required Vote for Approval**

Only holders of record of our common stock on March 5, 2019 are entitled to notice of and to vote at the annual meeting. You are entitled to one vote for each share of our common stock you own as of the record date. On March 5, 2019 there were 984,068 shares of our common stock outstanding and entitled to vote at the annual meeting.

Directors are elected by a plurality of the votes present in person or represented by proxy at the annual meeting and entitled to vote on the election of directors. The ratification of the appointment of Plante & Moran, PLLC as our independent auditors requires the approval of a majority of the shares voting on the matter. Proxies marked to abstain with respect to a proposal other than the election of directors have the same effect as votes against the proposal. Broker non-votes have no effect on the vote. One-third of the shares of our common stock, present in person or represented by proxy, shall constitute a quorum for purposes of the annual meeting. Abstentions and broker non-votes are counted for purposes of determining a quorum.

**The Board of Directors unanimously recommends that you vote “FOR” the election of the Board of Directors’ nominees and “FOR” the ratification of Plante & Moran, PLLC as our independent auditors for the year ending December 31, 2019.**

### **Voting of Proxies; Revocability of Proxies; Proxy Solicitation Costs**

Proxies are solicited to provide all stockholders of record on the voting record date an opportunity to vote on matters scheduled for the annual meeting and described in these materials. Shares of our common stock can only be voted if the record stockholder is present in person at the annual meeting or by proxy. To ensure your representation at the annual meeting, we recommend you vote by proxy even if you plan to attend the annual meeting. You can always change your vote at the annual meeting if you are a record holder or have appropriate authorization from the record holder.

Voting instructions are included on your proxy card. Shares of our common stock represented by properly executed proxies will be voted by the individuals named in such proxy in accordance with the stockholder’s instructions. Where properly executed proxies are returned to us with no specific instruction as to how to vote at the annual meeting, the persons named in the proxy will vote the shares “FOR” the election of the Board of Directors’ nominee and “FOR” the ratification of the appointment of Plante & Moran, PLLC as our independent auditors for the year ending December 31, 2019. Should any other matters be properly presented at the annual meeting for action, the persons named in the enclosed proxy and acting thereunder will have the discretion to vote on these matters in accordance with their best judgment.

You may receive more than one proxy card depending on how your shares are held. For example, you may hold some of your shares individually, some jointly with your spouse and some in trust for your children in which case you will receive three separate proxy cards to vote.

You may revoke your proxy before it is voted by: (i) submitting a new proxy with a later date relating to the same shares and delivering it to our Secretary; (ii) notifying our Secretary in writing before the annual meeting that you have revoked your proxy; or (iii) voting in person at the annual meeting. Any written notice must be delivered to Denise L. Knapp, Secretary of AMB Financial Corp. at 7880 Wicker Ave., Suite 101, St. John, IN 46373.

If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the annual meeting. However, if your shares are held in the name of your broker, bank or other nominee, you must bring appropriate documents from the nominee indicating that you were the beneficial owner of our common stock and authorizing you to vote the shares on March 5, 2019, the record date for voting at the annual meeting, and stating the number of shares held by the nominee on your behalf.

If you participate in our Employee Stock Ownership Plan (“ESOP”) you will receive a voting instruction form that reflects all shares you may vote under the plan to which the form relates. Under the terms of the ESOP, all shares held in the ESOP are voted by the ESOP trustees, but each participant in the ESOP may direct the trustees how to vote the shares of Company common stock allocated to his or her ESOP account. Unallocated shares of Company common stock held by the ESOP Trust and allocated shares for which no timely voting instructions are received will be voted by the ESOP trustees in the same proportion as shares for which the trustees have received voting instructions, subject to the exercise of their fiduciary duties.

We will pay the cost of soliciting proxies. In addition to this mailing, our directors, officers and employees may also solicit proxies personally, electronically or by telephone. We will also reimburse brokers and other nominees for their reasonable expenses in sending these materials to you and obtaining your voting instructions. We do not utilize a proxy solicitation firm.

## Voting Securities and Principal Holders Thereof

The following table sets forth as of March 5, 2019, information regarding share ownership of: (i) those persons or entities known by management to beneficially own more than five percent of the common stock; (ii) each of our executive officers; (iii) each member of our Board of Directors; and (iv) all of our directors and executive officers as a group.

The address of each of the beneficial owners, except where otherwise indicated, is the same as our address.

<u>Beneficial Owner</u>	<u>Shares Beneficially Owned at March 5, 2019</u>	<u>Percent of Class</u>
AMB Financial Corp. Employee Stock Ownership Plan 7880 Wicker Ave., Suite 101 St. John, IN 46373 .....	146,810 <sup>(1)</sup>	14.5%
Banc Fund Co LLC 20 North Wacker Drive, Suite 3300 Chicago, IL 60606 .....	93,750 <sup>(2)</sup>	9.3%
Steven Bohn .....	21,206	2.1%
Thomas Corsiglia .....	13,765	1.4%
Louis Green .....	18,702	1.9%
Donald Harle .....	33,473	3.3%
Denise Knapp .....	144,786	14.3%
Michael Mellon .....	52,497	5.2%
Michael Purcell.....	3,825	*
Kenneth Reed .....	1,102	*
Mohammad Saleem.....	14,526	1.4%
Brian Specht.....	6,774	*
Ginger Watts.....	22,618	2.2%
Todd Williams.....	34,863	3.5%
Directors and executive officers, as a group (12 persons) .....	368,137 <sup>(3)</sup>	36.4%

\* Less than 1.0%

(1) The amount reported represents shares held by the ESOP, 146,810 shares of which have been allocated to accounts of participants. Pentegra Trust Company, the trustee of the ESOP, may be deemed to beneficially own the shares held by the ESOP, which have not been allocated to accounts of participants. Participants in the ESOP are entitled to instruct the trustee as to the voting of shares allocated to their accounts under the ESOP. Unallocated shares held in the ESOP's suspense account or allocated shares for which no voting instructions are received are voted by the trustee in the same proportion as allocated shares voted by participants.

(2) The information concerning Banc Fund Co LLC is based solely on information contained in its Schedule 13F-HR filed with the SEC on November 13, 2018. Banc Fund Co LLC's principal business address is 20 North Wacker Drive, Suite 3300, Chicago, IL 60606.

- (3) In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, a person is deemed to be the beneficial owner for purposes of this table, of any shares of Common Stock if he or she has shared voting or investment power with respect to such security, or has a right to acquire beneficial ownership at any time within 60 days from the Record Date. As used herein, “voting power” is the power to vote or direct the voting of shares, and “investment power” is the power to dispose or direct the disposition of shares. The shares set forth above for directors and executive officers include all shares held directly, shares allocated from the ESOP, restricted shares, as well as shares held by spouses and minor children, in trust and other indirect ownership, over which shares the named individuals effectively exercise sole or shared voting and investment power. Includes 18,920 shares of restricted stock, 7,288 shares of exercisable stock and 88,019 shares allocated under the ESOP which the directors and executive officers have voting control.

## PROPOSAL I - ELECTION OF DIRECTORS

Our Board of Directors is currently comprised of seven members. Each director is also a director of American Community Bank of Indiana, our wholly owned bank subsidiary. Directors are generally elected to serve for a three-year term or until their respective successors shall have been elected and shall qualify. Approximately one-third of the directors are elected annually.

The following table sets forth certain information regarding the composition of our Board of Directors, including their terms of office and nominees for election as directors for the April 24, 2019 annual meeting. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to one or more nominees) will be voted at the annual meeting for the election of the nominees identified in the following table. If any nominee is unable to serve, the shares represented by all such proxies will be voted for the election of such substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why any of the nominees might be unable to serve, if elected. There are no arrangements or understandings between any director or nominee and any other person pursuant to which such director or nominee was selected.

Name	Age	Position(s) Held	Director Since	Term to Expire
<b><u>NOMINEES</u></b>				
Thomas Corsiglia	56	Director	2007	2022
Michael Mellon	49	Chairman of the Board	2003	2022
<b><u>DIRECTORS CONTINUING IN OFFICE</u></b>				
Louis Green	76	Director	2008	2020
Michael Purcell	54	Director	2012	2020
Kenneth Reed	51	Director	2017	2020
Donald Harle	80	Director	1995	2021
Denise Knapp	72	Director	2017	2021

### Directors

The business experience of each director and director nominee is set forth below.

*Thomas Corsiglia.* Mr. Corsiglia is President of Hyre Electric, an electrical contracting company located in Highland, Indiana. He serves on the Board of Directors of the Northwest Indiana National Electrical Contractors Association (NECA), and he is a trustee for the NECA and IBEW Local #697 pension, health and money purchase trusts. Mr. Corsiglia volunteers his time for a variety of charitable organizations in the community. He is a graduate of Purdue University where he received scholastic honors.

*Louis A. Green.* Mr. Green retired from the Company effective December 31, 2006. Mr. Green’s banking experience includes 5 years with the Public Accounting firm of Ernst & Ernst and 30 years of diversified experience with the Bank including holding positions of CFO and Senior Loan Officer.

*Donald L. Harle.* Mr. Harle was the President and Chief Executive Officer of Mid-America Mailers, Inc., a company he co-founded, from 1969 to 2004. He sold the company to Diamond Marketing Solutions in 2004, and he remained as an executive of that company until his retirement in May 2015. Mr. Harle had been in the direct mail

business since he graduated from Indiana University in 1960. Mr. Harle currently serves on the Board of the Theatre at the Center for Visual and Performing Arts and has also been active in the American Red Cross, Boy Scouts and the Hammond Chamber of Commerce.

*Denise L. Knapp.* Mrs. Knapp was appointed to the Board on September 27, 2017. She has also served as a loan officer since 1985 and as the Dyer branch manager since 1989. Since joining American Community Bank in 1975, Mrs. Knapp had served in various capacities and was a member of several executive committees of American Community Bank. Mrs. Knapp is the mother of Chairman/President Mellon. Mrs. Knapp retired as a loan officer and branch manager in February 2013 and remains as Corporate Secretary of the Company and the Bank.

*Michael Mellon.* Mr. Mellon was appointed to as Chairman of the Board on September 27, 2017. Mr. Mellon has served as an executive with American Community Bank since 1993 and was promoted to President and Chief Executive Officer effective December 8, 2007. Prior to that he served as Executive Vice President. Mr. Mellon serves as a Member of the Indiana Bankers Government Relations Committee, a Director of the Indiana Bankers Service Corporation and as a Trustee for the Indiana Bankers Group Insurance Trust. Mr. Mellon also served as a Councilman for the Town of Munster. Mr. Mellon received his Masters Degree in Business Administration from Purdue University.

*Michael Purcell.* Mr. Purcell is the founder and President of Purcell Commercial Cleaning & Supply, LLC, a full-service commercial cleaning and building maintenance company headquartered in Munster, Indiana. Founded in 2003, Purcell Commercial Cleaning & Supply is now one of the 20 largest commercial cleaning businesses in the Northwest Indiana and Greater Chicagoland areas. He received his Bachelor of Science degree from St. Joseph's College in Rensselaer, Indiana.

*Kenneth Reed, D.O.* Dr. Reed specializes in Family Medicine and has been employed since 2001 as a physician by Community Care Network Inc., which is affiliated with the Munster Community Hospital. He received his medical school degree from Midwestern University (formerly Chicago College of Osteopathic Medicine) and was granted his Doctor of Osteopathic Medicine license in June 1997. Dr. Reed attended Florida State University for his post graduate studies and Purdue University for his undergraduate studies.

#### **Executive Officers Who Are Not Directors**

The business experience of each executive officer who is not also a director is set forth below.

*Steven A. Bohn.* Mr. Bohn, age 60, joined the Bank as Vice President and Chief Financial Officer in 2007. Mr. Bohn previously served as Vice President and Chief Financial Officer of HFS Bank, FSB for 17 years. Mr. Bohn received an undergraduate degree from Indiana University.

*Mohammad Saleem.* Mr. Saleem, age 52, joined American Community Bank in 1998. Mr. Saleem has held a variety of titles within the Bank including Asst. Vice President. Mr. Saleem was appointed Vice President in 2010 and is currently responsible for information technology and is the Company's security officer.

*Brian Specht.* Mr. Specht, age 50, joined American Community Bank as Vice President Lending and Credit Manager in 2012 and is responsible for developing loan relationships and supervises the credit department operations and credit quality of the Bank. Prior to 2012, Mr. Specht was employed for four years at Inland Bank and Trust as Vice President of Commercial Lending and Special Assets. Prior to his employment at Inland Bank and Trust, Mr. Specht, was employed for 2 years at First Bank as Vice President of Commercial Real Estate. Mr. Specht received an undergraduate degree from St. Joseph's College and MBA from Keller Graduate School of Management. Mr. Specht is currently involved in several community organizations and boards.

*Ginger Watts.* Mrs. Watts, age 52, joined American Community Bank in 1993. Mrs. Watts has held a variety of titles within the Bank including Branch Manager and Asst. Vice President. Mrs. Watts was appointed Vice President in 2010 and is currently responsible for regulatory compliance. Mrs. Watts currently serves on the Board of the Theatre at the Center for Visual and Performing Arts and the Board of the Rebuilding the Breach Ministries.

*Todd C. Williams.* Mr. Williams, age 52, joined American Community Bank in 1994. Mr. Williams has held a variety of titles within the Bank including Compliance Officer and Asst. Vice President. Mr. Williams was appointed Vice President in 2004 and is currently responsible for coordinating the Bank's loan origination and operations



activities. Mr. Williams received his MBA from Purdue University and is involved in several community and trade organizations.

### **Board of Directors' Meetings and Committees**

Our Board of Directors meets monthly. The Board of Directors met 12 times during the year ended December 31, 2018. We have standing Audit, Governance/Nominating and Compensation Committees.

#### **Audit Committee**

The Audit Committee, composed of Directors Corsiglia, Reed and Harle, appoints and oversees our independent auditors, oversees management's activities with respect to accounting, recordkeeping, financial reporting and internal and other controls, reviews the AMB Financial Corp. annual audited and quarterly financial statements, and maintains a procedure for confidential complaints regarding accounting matters. The Company's Board of Directors has a written charter for the Audit Committee, a copy of which is available at our website at [www.acbanker.com](http://www.acbanker.com).

#### **Governance/Nominating Committee**

*Procedures for the Nomination of Directors by Shareholder.* The Governance/Nominating Committee, which currently consists of Directors Reed, Green, and Purcell, has adopted procedures for the submission to the committee of director nominees by stockholders pursuant to which the Governance/Nominating Committee will consider candidates submitted by the Company's stockholders. Stockholders can submit the names of candidates for Director by writing to the Chairman of the Governance/Nominating Committee, at 7880 Wicker Ave., Suite 101, St. John, Indiana 46373. The Chairman of the Governance/Nominating Committee must receive a submission not less than one hundred twenty (120) days prior to the date of the Company's proxy materials for the preceding year's annual meeting. If the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's annual meeting, the stockholder's suggestion must be so delivered not later than the close of business on the tenth day following the day on which public announcement of the date of such annual meeting is first made. The submission must include the following information:

- the name and address of the stockholder as they appear on the Company's books, and number of shares of the Company's common stock that are owned beneficially by such stockholder (if the stockholder is not a holder of record, appropriate evidence of the stockholder's ownership will be required);
- the name, address and contact information for the candidate, and the number of shares of common stock of the Company that are owned by the candidate (if the candidate is not a holder of record, appropriate evidence of the stockholder's ownership should be provided);
- a statement of the candidate's business and educational experience;
- such other information regarding the candidate as would be required to be included in the proxy statement pursuant to SEC Regulation 14A;
- a statement detailing any relationship between the candidate and the Company;
- a statement detailing any relationship between the candidate and any customer, supplier or competitor of the Company;
- detailed information about any relationship or understanding between the proposing stockholder and the candidate; and
- a statement that the candidate is willing to be considered and willing to serve as a Director if nominated and elected.

*Direct Stockholders' Nominations.* Director nominations may be made by stockholders under our bylaws. In order to assure that they are effective nominations for directors by stockholders, nominations must be made in writing and delivered to our Secretary at least 70 days prior to the meeting date provided; however, that in the event that less than 80 days' public notice or public disclosure of the date of the meeting is given or made to stockholders, notice to be timely must be so received not later than the close of business on the tenth day following the day on which public notice of the date of the meeting was mailed or public disclosure of the date of the meeting is made.

*Stockholder Communications with the Board.* A stockholder of the Company who wants to communicate with the Board or with any individual Director can write to the Chairman of the Governance/Nominating Committee, 7880 Wicker Ave., Suite 101, St. John, Indiana 46373. The letter should indicate that the author is a stockholder and, if shares are not held of record, should include appropriate evidence of stock ownership. Depending on the subject matter, the Chairman will:

- forward the communication to the Director(s) to whom it is addressed;
- attempt to handle the inquiry directly, for example where it is a request for information about the Company or if it is a stock-related matter; or
- not forward the communication if it is primarily commercial in nature, relates to an improper or irrelevant topic, or is unduly hostile, threatening, illegal or otherwise inappropriate.

### **Compensation Committee**

The role of the Compensation Committee, which currently consists of Directors Corsiglia, Harle and Purcell, is to review annually the compensation levels of the executive officers and directors and recommend compensation changes to the Board of Directors. The Compensation Committee is composed entirely of outside, non-employee directors. It is intended that the executive compensation program will enable us to attract, develop and retain talented executive officers who are capable of maximizing our performance for the benefit of the stockholders. The Compensation Committee has adopted a compensation strategy that seeks to provide competitive, performance-based compensation based in part on the financial and stock performance of AMB Financial Corp. The compensation program has three key elements of total direct compensation: base salary, annual incentive compensation and long-term incentives.

While the compensation committee does not use strict numerical formulas to determine changes in compensation for the chief executive officer, other executive officers and directors, and while it weighs a variety of different factors in its deliberations, it has emphasized and expects to continue to emphasize the profitability and scope of our operations, the experience, expertise and management skills of the executive officers and their roles in our future success, as well as compensation surveys prepared by professional firms to determine compensation paid to executives performing similar duties for similarly sized institutions. While each of the quantitative and non-quantitative factors described above was considered by the compensation committee, such factors were not assigned a specific weight in evaluating the performance of the chief executive officer and other executive officers. Rather, all factors were considered.

*Base Salaries.* Base salary and changes to base salary reflect a variety of factors including the results of the independent review of the competitiveness of the total compensation program, the individual's performance and contribution to our long-term goals, performance targets, our financial performance and other relevant factors.

*Annual Incentives.* Payouts under our annual incentive compensation program are based on the attainment of annual performance objectives. Individual performance payouts are a function of the actual financial performance of the bank as well as the performance of each individual within the organization.

In addition, the compensation committee believes that long-term incentives, specifically stock options and stock awards, should be a key component of our executive and director compensation. These incentives strongly align the rewards provided to executives with the value created for stockholders through stock price appreciation.

## PROPOSAL II – RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

Our independent registered public accounting firm for the year ended December 31, 2018 was Plante & Moran, PLLC. Our Audit Committee has approved the engagement of Plante & Moran, PLLC to be our independent registered public accounting firm for the year ending December 31, 2019, subject to the ratification of the engagement by our stockholders. At the annual meeting, the stockholders will consider and vote on the ratification of the engagement of Plante & Moran, PLLC for the year ending December 31, 2019. A representative of Plante & Moran, PLLC is expected to attend the annual meeting to respond to appropriate questions and to make a statement if he so desires.

Set forth below is certain information concerning aggregate fees billed for professional services rendered by the Company's public accounting firm of Plante & Moran, PLLC during the years ended December 31, 2018 and 2017.

	Year Ended 31-Dec-18	Year Ended 31-Dec-17
Audit Fees	\$ 40,945	\$ 39,580
Tax Fees	\$ 15,730	\$ 11,495
All Other Fees	\$ 23,345	\$ 1,490

**Audit Fees.** The aggregate fees billed to the Company by Plante & Moran, PLLC for professional services rendered for the audit of the Company's annual financial statements and services that are normally provided in connection with statutory and regulatory filings and engagements were \$40,945 and \$39,580 for the years ended December 31, 2018 and 2017 respectively.

**Tax Fees.** An aggregate of \$15,730 and \$11,495 was billed to the Company by Plante & Moran, PLLC for tax compliance, tax advice and tax planning during the years ended December 31, 2018 and 2017 respectively.

**All Other Fees.** An aggregate \$23,345 and \$1,490 was billed to the Company by Plante & Moran, PLLC for services other than those described above for the years ended December 31, 2018 and 2017 respectively.

The Audit Committee has considered whether the provision of non-audit services is compatible with maintaining the independence of Plante & Moran, PLLC. The Audit Committee concluded that the performance of such services will not affect the independence of Plante & Moran, PLLC in performing its function as independent auditor of the Company. The Audit Committee preapproves all audit and permissible non-audit services to be provided by the Company's independent auditor.

## STOCKHOLDER PROPOSALS

To be considered for presentation at the next annual meeting, proposals must be received by the Company no later than 70 days prior to the anniversary date of the prior year's annual meeting provided that in the event that the date of the annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from the anniversary date of the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered by the close of business on the later of (i) the 70<sup>th</sup> day prior to such annual meeting or (ii) the tenth day following the day on which public announcement of the date of the annual meeting was first made by the Company. A stockholder's notice to the Secretary shall set forth as to each matter such stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and address, as they appear on the Company's books, of the stockholder who proposed such business, (iii) the class and number of shares of the Company's capital stock that are beneficially owned by such stockholder and (iv) any material interest of such stockholder in such business.

**OTHER MATTERS**

The Board of Directors is not aware of any business to come before the annual meeting other than those matters described above in this proxy statement. However, if any other matter should properly come before the annual meeting, it is intended that holders of the proxies will act in accordance with their best judgment.

St. John, Indiana  
March 20, 2019