ANNUAL MEETING

April 16, 2019

PSB Holdings, Inc.

Notice of Annual Meeting of Shareholders
on April 16, 2019 and Proxy Statement

stock symbol	PSBQ
investor site	www.psbholdingsinc.com
888.929.9902	

PSB Holdings, Inc.

Notice of Annual Meeting of Shareholders

of

PSB Holdings, Inc.
1905 Stewart Avenue
Wausau, WI 54401

The annual meeting of shareholders of PSB Holdings, Inc. (the "Company") will be held at 3:00 p.m., Tuesday, April 16, 2019, at Memories Ballroom, 142475 County Road NN, Marathon, Wisconsin for the following purposes:

1. To elect ten directors;

2. To approve an amendment to the Company's Second Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock from 6,000,000 to 18,000,000;

3. To approve an amendment to the Company's Second Amended and Restated Articles of Incorporation to authorize a "classified" or "staggered" board of directors;

4. To ratify the Audit Committee's selection of Wipfli LLP as our independent auditor for the 2019 fiscal year; and

5. To take action with respect to any other matters that may be properly brought before the meeting and that might be considered by the shareholders of a Wisconsin corporation at their annual meeting.

Shareholders of record at the close of business on March 1, 2019, are entitled to notice of, and to vote at, the annual meeting of shareholders and any adjournment thereof.

Note that at this year's annual meeting we are asking shareholders to approve two amendments to the Company's Second Amended and Restated Articles of Incorporation. One amendment would increase the number of authorized shares of the Company to 18,000,000 from 6,000,000, which would position the Company to issue shares to raise capital for future growth, as currency for future acquisitions or other strategic opportunities, to facilitate stock dividends and stock splits for existing shareholders, and for other general corporate purposes. The other amendment would authorize the creation of a "classified" or "staggered" board of directors, a board structure meant both to protect the Company's independence and to foster a more cohesive and committed board through continuity of service.

I look forward to seeing you at the annual meeting. Whether or not you plan to attend, please sign and return the enclosed proxy so that your vote will be counted.

Scott

Scott M. Cattanach
President & CEO

March 13, 2019

Shareholders are requested to promptly date, sign, and return the accompanying proxy in the enclosed envelope whether or not they expect to attend the annual meeting.

Proxy Statement
for
Annual Meeting of Shareholders
to be held April 16, 2019

Table of Contents

PSB Holdings, Inc. **March 13, 2019**
1905 Stewart Avenue
Wausau, Wisconsin 54401

Proxy Statement for Annual Meeting of Shareholders to be held April 16, 2019

Solicitation of Proxies

We are providing these proxy materials in connection with the solicitation of proxies by the Board of Directors ("Board") of PSB Holdings, Inc. (the "Company"), for use at the 2019 annual meeting of shareholders, including any adjournment thereof. The annual meeting will be held at 3:00 p.m., April 16, 2019, at Memories Ballroom, 142475 County Road NN, Marathon, Wisconsin.

Proxies and Voting Procedures

Your Vote

Whether or not you plan to attend the annual meeting, please sign, date, and return the enclosed proxy promptly in order to be sure that your shares are voted. You may revoke your proxy at any time before it is voted by giving written notice to the Secretary of the Company at our principal office in Wausau, Wisconsin, by filing another duly executed proxy bearing a later date with the Secretary, or by giving oral notice at the annual meeting.

All shares represented by your properly completed proxy will be voted in accordance with your instructions if the proxy has been submitted to us prior to the meeting and has not been revoked. **If you do not indicate how your shares should be voted on a proposal, the shares represented by your properly completed proxy will be voted as the Board recommends.**

If any matters not specified in the accompanying notice of annual meeting are properly presented to shareholders for consideration, including, among other things, consideration of a motion to adjourn the meeting to another time or place, the persons named as proxies in the proxy form furnished to you by the Board will have discretion to vote on those matters according to their best judgment to the same extent as you would be entitled to vote.

Shareholders Entitled to Vote

Shareholders at the close of business on the record date, March 1, 2019, ("Record Date") are entitled to notice of, and to vote at, the annual meeting. Each share is entitled to one vote on each proposal properly brought before the annual meeting. On the Record Date, there were 4,495,110 shares of common stock outstanding.

Quorum, Required Vote, and Related Matters

Quorum. A quorum is present if a majority of the votes entitled to be cast on a proposal are represented at the annual meeting in person or by proxy. For purposes of determining a quorum, shareholders who are present in person or are represented by proxy, but who abstain from voting, are considered present and count toward the determination of the quorum. Shares reported as broker non-votes (described further below) are also considered to be shares present for purposes of determining whether a quorum is present.

"Street Name" Accounts. If you hold shares in "street name" with a broker, bank, or other custodian, you will receive voting instructions from the holder of record of your shares. In some cases, a broker may be able to vote your shares even if you provide no instructions, but on other matters (such as the election of directors) your broker may vote the shares held for you only if you provide voting instructions. Shares for which a broker does not have the authority to vote are recorded as a "broker non-vote" and are not counted in the vote by shareholders. **If you hold your shares in "street name," it is critical that you instruct your bank or broker how to vote in the election of directors and amendments to the Company's Second Amended and Restated Articles of Incorporation ("Articles of Incorporation") if you want your vote to count in those proposals. If you hold your shares in "street name" and you do not instruct your bank or broker how to vote on these matters, no votes will**

be cast on your behalf on that proposal. Your bank or broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of our independent auditors.

Proposal No. 1—Election of Directors. Directors are elected by a plurality of the votes cast by the shares entitled to vote. For this purpose, a "plurality" means that the individuals receiving the largest number of votes are elected as directors, up to the maximum of ten directors to be chosen at the annual meeting. You may vote in favor of the nominees specified on the accompanying form of proxy, or you may withhold your vote as to one or more of such nominees. Shares withheld or not otherwise voted in the election of directors (because of abstention, broker non-vote, or otherwise) will have no effect on the election of directors.

Proposal No. 2—Amendment to Articles of Incorporation to Increase Number of Authorized Shares of Common Stock. Proposal No. 2, relating to the amendment of our Articles of Incorporation to increase the Company's number of authorized shares of common stock, will be approved if two-thirds of the shares of stock entitled to vote at the annual meeting vote in favor of the amendment. Shareholders may vote in favor of the proposal, against the proposal, or abstain from voting; however, shares that are not voted on Proposal No. 2 because of abstention, broker non-vote or otherwise will have the same effect as a vote "against" the proposal.

Proposal No. 3—Amendment to Articles of Incorporation to Authorize a "Classified" or "Staggered" Board of Directors. Proposal No. 3, relating to the amendment of our Articles of Incorporation to authorize staggered terms for our Board, will be approved if two-thirds of the shares of stock entitled to vote at the annual meeting vote in favor of the amendment. Shareholders may vote in favor of the proposal, against the proposal, or abstain from voting; however, shares that are not voted on Proposal No. 3 because of abstention, broker non-vote or otherwise will have the same effect as a vote "against" the proposal.

Proposal No. 4—Ratification of Selection of Auditors. Proposal No. 4, relating to the ratification of our selection of Wipfli LLP as our independent auditors, will be approved if a majority of the shares of stock represented and voted at the annual meeting vote for approval, provided that a majority of the outstanding shares of stock are voted on the proposal. Shareholders may vote in favor of the proposal, against the proposal, or abstain from voting; however, shares that are not voted on Proposal No. 4 because of abstention will not have any effect on whether or not the proposal is adopted.

All Other Proposals. As of the date of this proxy statement, we do not know of any other proposals to be brought before the annual meeting. Generally, a proposal other than the election of directors that is brought before the meeting will be approved if the votes cast for the proposal exceed the votes cast against the proposal.

Costs of Solicitation

In addition to solicitation by mail, directors, officers and regular employees of the Company and its subsidiary, Peoples State Bank (the "Bank") may solicit proxies in person or by telephone, facsimile, electronic mail, or other forms of communication. The Company has also retained Regan & Associates, Inc. to assist in the solicitation of proxies. Expenses in connection with the solicitation of proxies, including the reasonable expenses of brokers, fiduciaries, and other nominees in forwarding proxy material to beneficial owners of our common stock, will be borne by us.

Shareholder Proposals

Nominations for director, as well as any other proposals of business to be considered by the shareholders at the annual meeting, require advance notice in accordance with the Company's bylaws.

Corporate Governance

The Board

Number of Directors. Our Articles of Incorporation provide that the number of directors shall be determined by resolution of the Board, but that there shall be not less than five nor more than seventeen directors. Our directors also serve as members of the board of directors of the Bank. The Board has set the number of directors at ten as of the date of our 2019 annual meeting of shareholders.

Attendance at Board Meetings. During 2018, the Board met 12 times, and the Bank's board of directors met 12 times. All directors attended at least 85% of the aggregate number of meetings of the boards and meetings of the committees of the boards on which they served.

Communicating with the Board. Shareholders and others may communicate with the Board by writing to the Chairman at our corporate office, 1905 Stewart Avenue, Wausau, Wisconsin 54401. Individual directors may also be contacted in writing at the same address. Mail that prominently contains the words "Shareholder Communication" on the envelope will be forwarded unopened to the director to whom it is addressed. Mail that is not so marked may be opened for sorting before it is forwarded to the director to whom it is addressed. If a complaint or concern involves accounting, internal accounting controls, or auditing matters, the correspondence may be addressed, and will be forwarded to the Chairman of the Audit Committee. Our website, www.psbholdingsinc.com, also describes the Audit Committee's concern or complaint procedures in its Employee Misconduct and Dishonesty Policy.

Attendance at Annual Meetings. The Board has an informal policy under which all directors are expected to attend the annual meeting of shareholders unless other business matters require immediate attention. All directors attended the annual meeting held in 2018.

Certain Relationships and Related Transactions. In the ordinary course of business, our directors and officers and the directors and officers of the Bank, and many of their associates and the firms for which they serve as directors and officers, conducted banking transactions with the Bank or provided certain services to the Company. All loans to directors and officers and to persons or firms affiliated with directors and officers were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and did not involve more than normal risk of collectability or present other unfavorable features. In our opinion, all banking and other transactions were made on terms at least as favorable to the Company as those that are available to unaffiliated parties.

Director Independence. With the exception of Mr. Cattanach and Mr. Knitt, each of our directors satisfies the criteria for director independence under the listing standards applicable to companies listed on The Nasdaq Stock Market LLC ("NASDAQ").[1] The Board also considered all loan and other contractual relationships that the Bank had in place with certain Company directors and entities controlled by those directors (including the subordinated notes held by certain of our directors), and, in connection with this consideration, took into account that these transactions were made on terms at least as favorable to the Company as those that are available to unaffiliated parties.

Committees and Meetings

Audit Committee. Our Board appoints the Audit Committee. The Audit Committee held five meetings in 2018. The Audit Committee operates under a charter adopted by the Board and assists the Board in monitoring (1) the integrity of our financial statements, (2) the independent auditor's qualifications and independence, (3) the performance of our internal audit function and independent auditors, and (4) our compliance with legal and regulatory requirements. A copy of the Audit Committee's charter is available on the Company's website at www.psbholdingsinc.com. Mr. Kraft (Chairman), Mr. Reif, Mr. Fish, and Mr. Polzer served as members of the Audit Committee during 2018. All of the Committee members are independent, as would be determined under NASDAQ and SEC criteria applicable to companies listed on the NASDAQ.

The following table summarizes the fees we were billed for audit and non-audit services rendered by our independent registered public accounting firm, Wipfli LLP, during calendar years 2018 and 2017.

Service Type	**Calendar Year-End December 31, 2018**	**Calendar Year-End December 31, 2017**
Audit Fees	$ 71,000	$ 69,855
Audit Related Fees	12,000	12,000
Tax Fees	14,640	15,438
Other Fees[1]	55,557	21,109
Totals	**$ 153,197**	**$ 118,402**

[1] Includes $29,200 for operational efficiency engagement

Compensation Committee. The Bank's board appoints a Compensation Committee, which serves in lieu of a compensation committee of our Board. Mr. Ghidorzi (Chairman), Mr. Fish, Mr. Polzer, and Mr. Sonnentag serve as members of the Bank's Compensation Committee. The committee met two times during 2018. All of the Committee members are independent, as would be determined under NASDAQ criteria applicable to companies listed on the NASDAQ. The

[1] Note that the Company is not listed on the NASDAQ but uses certain criteria for NASDAQ-listed companies as best practices.

Compensation Committee does not operate under a formal charter. We pay no compensation to Mr. Cattanach or Mr. Oldenberg in their capacity as officers of the Company. However, Mr. Cattanach and Mr. Oldenberg are full-time employees of the Bank and are compensated in that capacity. See "Executive Officer Compensation."

Additional Committees. In addition to the Audit Committee and Compensation Committee, the Board and the Bank's board of directors have created a number of committees to assist in oversight of the Company and the Bank. Each of these additional committees is permanently standing, active, and meets with management on a regular basis. Following is a list of each additional board-appointed committee, including the respective committee chair for each:

<u>Company Board Appointed Committees</u>:

Executive Committee (Mr. William J. Fish)
Merger and Acquisitions Committee (Mr. Timothy J. Sonnentag)
Stock Liquidity and Investor Relations Committee (Mr. William M. Reif)

<u>Bank Board Appointed Committees</u>:

Building and Branching Committee (Mr. William M. Reif)
Community Reinvestment Act Committee (Mr. Thomas R. Polzer)
Information Technology Committee (Ms. Karla M. Kieffer)
Investment and Asset-Liability Management Committee (Mr. William M. Reif)
Loan Committee (Mr. Thomas R. Polzer)

Proposal No. 1 – Election of Directors

Nominations

Identification and Nomination of Candidates. The Board has appointed an Executive Committee made up of independent directors as would be determined using listing standards applicable to companies listed on NASDAQ. Mr. Fish serves as Chairman of the Committee. Messrs. Kraft, Reif, and Polzer also serve on the Executive Committee. Nominations for directors are recommended to the Board by the Executive Committee. In making recommendations to the Board regarding nominees for director, the Executive Committee considers the following factors, among other things, important:

- the Company is engaged primarily in community-based commercial and retail banking in Wisconsin; consequently, there is a need to identify Board members who understand and are involved as users of banking services in the Company's market area or target market areas rather than candidates who have national or regional banking experience; and

- the nature of community-based banking requires directors who can be strong supporters of the Company's business in its market area.

The Executive Committee will consider candidates for election from a wide variety of potential sources and may, from time to time, recommend adjustments to the size of the Board to reflect the number of qualified Board candidates. Persons considered for nomination by the Board and inclusion in the Board's proxy statement may include incumbents whose term will expire at the next annual meeting or persons identified by members of the Executive Committee or Board, executive officers, and shareholders.

Shareholder Recommendations to the Nominating Committee. To recommend an individual to the Nominating Committee for consideration, a shareholder should mail or otherwise deliver a written recommendation to the Executive Committee not later than December 1st of the year immediately preceding the annual meeting for which the individual is to be considered for inclusion as a nominee of the Board. At a minimum, a shareholder recommendation should include the individual's current and past business or professional affiliations and experience, age, stock ownership, particular banking, or business qualifications, if any, and such other information as the shareholder deems relevant to assist the Board in considering the individual's potential service as a director.

Qualifications. In reviewing potential nominees, the Executive Committee considers the qualifications of the nominee and the mix of age, skills, and experience of current Board members. All potential nominees submitted to, or identified by, the Executive Committee are evaluated on a similar basis for their level of qualifications and experience. While the Executive Committee has not adopted specific minimum qualification requirements, the Executive Committee believes that persons nominated for director should possess a combination of relevant experience and skills and, to as great an extent as possible, the following attributes:

- a reputation for personal and professional integrity and high regard in the community;
- comprehensive knowledge of our banking market area and customer base;
- a successful business career and an ability to enhance our banking business;
- proven sound business judgment and skills;
- the ability to understand the economic, financial, operational, and regulatory issues affecting our banking business;
- a motivation to benefit the organization, rather than obtaining personal gain or prestige;
- independence and freedom from inappropriate and/or material conflicts of interest; and
- a willingness and ability to attend Board and committee meetings.

The Executive Committee will also evaluate candidates in light of its objective to attain greater diversity among its members; however, the Committee does not have any specific policy regarding Board diversity.

Members of the Executive Committee do not take part in the consideration of their own candidacy as directors. Incumbent Board members are considered by the Executive Committee on the basis of the qualities outlined above, as well as on the basis of their service during their term in office.

Directors are required to purchase and maintain a minimum aggregate investment of $50,000 of our common stock by the fifth anniversary of their election to the Board. In addition, directors are required to purchase and maintain a minimum aggregate investment of $150,000 of our common stock by the tenth anniversary of their election to the Board. Existing directors are subject to the ownership provisions for the five- and ten-year periods beginning March 1, 2013, in accordance with this policy adopted during 2012. The mandatory retirement age for directors first elected to our Board prior to August 2002 is age 77, and the mandatory retirement age is 72 for all directors first elected after July 2002.

Election of Directors

At the annual meeting, shareholders will be asked to elect each of the following nominees. In the past, nominees elected to serve on the Board would serve terms of office that would expire at the annual meeting of shareholders to be held the following year. As set forth under "Proposal 3" below, however, the Company proposes to amend its Articles of Incorporation to authorize the adoption in the Company's bylaws of a classified board, and, if "Proposal 3" is adopted, the Board intends to immediately adopt an amendment to the bylaws for such purposes.

The effect will be to divide the Company's board of directors into three classes (as indicated in the table below) with staggered terms. The initial term of office of Class I directors would expire at the annual meeting of shareholders to be held in 2020; the initial term of office of Class II directors would expire at the annual meeting of shareholders to be held in 2021; and the initial term of office of Class III directors would expire at the annual meeting of shareholders to be held in 2022, and in each case until their respective successors are elected and qualified. At each annual meeting of shareholders, directors would then be chosen to succeed those whose terms then expire and would be elected for a term of office expiring at the third succeeding annual meeting of shareholders after their election, and in each case until their respective successors are elected and qualified. If the amendment to the Articles of Incorporation described in "Proposal 3" is not approved, the above-described class designations will be disregarded, and all directors will serve terms of office that will expire at the annual meeting of shareholders to be held in 2020.

Each of the nominees has consented to serve if elected, but in case one or more of the nominees is not a candidate at the annual meeting, it is the intention of the persons designated as proxies on the accompanying proxy form to vote for such substitute or substitutes as may be designated by the Board. The name, age, principal occupation or employment, other affiliations, and proposed Class (subject to approval of "Proposal 3") of each nominee are set forth in the following table. Unless otherwise specified, each current position has been held for a minimum of five years. Also included in the table is information regarding each nominee's specific experience, qualifications, attributes, and skills that led our Executive Committee to recommend their nomination to the Board.

The Board unanimously recommends that shareholders vote FOR the election of each of the following nominees.

Name and Age	Principal Occupation	Year Became Director of the Company	Proposed Class[2]
Scott M. Cattanach, 50	CEO of the Company and the Bank (2018); CFO of the Company and the Bank (2002-2017), formerly Treasurer and Secretary of the Company and Senior Vice President of the Bank. We believe that Mr. Cattanach's qualifications to serve on our Board include his vast experience in the banking industry as an auditor and consultant and his service as our Bank's former chief financial officer and senior vice president.	2018	Class III
William J. Fish, 68	Retired President of BILCO, Inc. (McDonald's franchisee). We believe that Mr. Fish's qualifications to serve as a director include his significant holdings of Company stock and his experience in running small business franchises for many years.	1995	Class III
Charles A. Ghidorzi, 74	Managing member of Ghidorzi Construction Company, LLC. We believe that Mr. Ghidorzi's qualifications to serve as a director include his real estate development and construction experience, which allows him to provide perspective as the Bank considers making loans secured by real estate collateral or expansion through brick and mortar branch bank facilities.	1997	Class III
Lee A. Guenther, 66	Retired CEO of T. A. Solberg Co., Inc. We believe Mr. Guenther's knowledge of our northern Wisconsin markets and experience in leading a large retail company of 1,000 employees within those markets qualify him to serve as a director.	2013	Class II
Karla M. Kieffer, 57	Vice President of Sales and co-owner of Sun Press, Inc., d/b/a SUN Printing. We believe that Ms. Kieffer's qualifications to serve as a director include her experience in managing sales and product development, as well as her experience in operating a local business similar to our customer base, which helps us gauge local business financing and cash management needs.	2011	Class II
Peter W. Knitt, 60	Retired CEO of the Company and the Bank; We believe that Mr. Knitt's qualifications to serve on our Board include his vast experience in the banking industry as both a commercial lender and as our Bank's president and chief executive officer.	2006	Class III
Kevin J. Kraft, 41	Managing Director and co-founder at Wisconsin River Partners. We believe that Mr. Kraft's background in public accounting with Ernst & Young, LLP and later experience with public company Bucyrus International, Inc. performing internal financial analysis and benchmarking performance helps bring financial expertise to our directorship. Mr. Kraft's previous experience in owning and operating a local manufacturer similar to our customer base also assists us in gauging local business financing and cash management needs.	2011	Class II

[2] Subject to approval of "Proposal 3."

Name and Age	Principal Occupation	Year Became Director of the Company	Proposed Class[2]
Thomas R. Polzer, 76	President and CEO, Polzer of Wausau, LLC and M & J Sports, Inc. We believe that Mr. Polzer's decades of experience running small retail business enterprises and his directorship at a local bank prior to Peoples State Bank, as well as his significant holdings of Company stock, qualify him to serve as a director.	1995	Class I
William M. Reif, 76	CEO of Roastar, Inc., a custom printed bags and product packaging company. We believe Mr. Reif's experience in starting a new local business, previous experience as CEO of Wausau Coated Products, a closely held manufacturing business, as well as his prior directorship experience with a significantly larger banking organization qualify him to serve as a director.	1997	Class I
Timothy J. Sonnentag, 52	President, County Materials Corporation. We believe Mr. Sonnentag contributes valuable business management experience as the owner and president of a large manufacturing company that produces and distributes concrete products for the construction industry. His company is a major employer with 1,500 people and more than 40 locations in six states.	2009	Class I

Director Compensation for 2018

The following table presents the compensation of our directors for 2018. A description of our director compensation policy and plans follows the table.

Name[1]	Fees Earned or Paid in Cash ($)	Equity Incentive Plan Compensation ($)[2]	Nonqualified Deferred Compensation Earnings ($)[3]	All Other Compensation ($)	Total ($)
William J. Fish	$30,600	$3,783	$57,102	$ 0	$91,485
Charles A. Ghidorzi	$17,800	$1,853	$ 0	$ 0	$19,653
Lee A. Guenther	$24,675	$2,569	$12,541	$ 0	$39,785
Karla M. Kieffer	$25,050	$3,097	$17,776	$ 0	$45,923
Kevin J. Kraft	$21,825	$2,272	$ 0	$ 0	$24,097
Thomas R. Polzer	$28,600	$3,536	$ 9,064	$ 0	$41,200
William M. Reif	$21,250	$2,213	$ 0	$ 0	$23,463
Timothy J. Sonnentag	$18,650	$1,942	$17,845	$ 0	$38,437
Pete Knitt	$22,875	$2,382	$ 1,096	$ 0	$26,353

(1) Mr. Cattanach received no director fees in 2018 and, as a result, he has been omitted from this table.
(2) Amounts paid for achievement of targeted net income and return on equity during 2018 pursuant to the Peoples State Bank Board of Directors' Focus Rewards Plan. Compensation is paid in shares of Company common stock.
(3) Nonqualified deferred compensation earnings as displayed in this table include those in excess of 120% of the applicable long-term U.S. Treasury interest rate (representing a "risk free" rate) in effect at the time of plan adoption/amendment.

Annual Retainer, Meeting, and Other Fees.

	Company	Bank
Board Retainer		
Chairman	–	$12,000[1]
Other directors	–	$10,000[1]
Meeting Fees		
Board	$ 500[2]	$ 500[3]
Loan Committee	N/A	$ 225
Other Committee	$ 300	$ 300
Chairman's fee	$ 50	$ 50
Incentive Fees		
Directors' Focus Rewards Incentive Plan	–	Variable award

(1) Reduced on a pro rata basis if director fails to attend at least seven meetings of the Board during fiscal year.
(2) Board meeting fee of $500 paid only for Company special Board meetings held separately from a normally scheduled Bank board meeting.
(3) Payment will be made for one excused absence.

Directors' Focus Rewards Plan. The Peoples State Bank Board of Directors' Focus Rewards Plan provides an annual incentive opportunity for directors of the Bank. Under the plan, Bank directors' incentive compensation is determined under a formula that derives 20% of the incentive compensation amount from achievement of certain customer referral goals, 60% of the incentive compensation amount from the achievement of a net income target for the Bank, and 20% of the incentive compensation amount from the Company's return on equity when compared against a peer group of bank holding companies that report financial results to S&P Global Market Intelligence and had consolidated assets as of January 1 of the applicable year between $500 million and $1 billion. The potential incentive compensation at various levels of net income and qualified director referrals ranges from 0% to 30% of director fees paid during a particular year. Incentive compensation is paid in shares of the Company's common stock following the determination of results under the plan for the preceding fiscal year.

2005 Deferred Compensation Plan. We maintain a deferred compensation program, the 2005 Deferred Compensation Plan, under which directors may elect prior to each January 1 to defer some or all of the fees otherwise payable by the Company and the Bank during the subsequent year. Amounts deferred become payable in cash in a form as elected by the director with options being a lump sum or in 60 or 120 monthly installments. Amounts deferred are paid the later of (1) the first day of the third month following the director's termination of service or (2) the date specified by the director in the director's time of payment election (but the specified date can be no later than the first day of the third month following the month in which the director would have attained the director's mandatory retirement age). The director's election as to the form and time of payment was required to be made no later than December 31, 2007 (for individuals who were directors on December 31, 2007) or within 30 days of initial participation in the plan (for directors who joined the Board in 2008 or thereafter). In the event a director's service terminates because of a change of control of the Company, as defined in the plan, payment of all deferred amounts will be made in a lump sum on the first July 1 following the director's termination of service. For the 2018 fiscal year, interest was credited on deferred fees at a rate equal to 100% of the Company's return on equity as defined in the plan. During the period following a director's termination of service, the unpaid balance in a director's deferral account is credited with interest at a fixed rate of 8% per annum.

Beneficial Ownership of Common Stock

The following table sets forth, to our knowledge as of the Record Date, the name of each person believed by us to own more than 5% of our common stock and the number of shares of common stock held by each person.

Name and Address	Shares of Bank Stock Beneficially Owned	Percent of Class
The Banc Funds Company, L.L.C./ Charles J. Moore[1] 208 S. LaSalle Street Chicago, IL 60604	287,513	6.4%
Lawrence Hanz, Jr. & Doris M. Hanz Revocable Trust Schofield, Wisconsin	270,625	6.0%

(1) Shares held in various funds controlled by The Banc Fund Company, LLC, over which Mr. Moore exercises sole voting and dispositive power.

The following table sets forth, to our knowledge as of the Record Date, the amount of common stock that is deemed beneficially owned by each of our directors, each of the current executive officers named in the Summary Compensation Table, and our directors and executive officers as a group. The amounts indicated include shares held by spouses and minor children; shares held indirectly in trust for the benefit of the directors and/or their spouses, children, or parents; shares held by businesses or trusts over which directors exercise voting control; and shares subject to exercisable options.

Name	**Shares of Stock Beneficially Owned**	**Percent of Class**
Scott M. Cattanach	29,750[(1)]	*
William J. Fish	85,763	1.91%
Charles A. Ghidorzi	6,351	*
Lee A. Guenther	14,577[(2)]	*
Karla M. Kieffer	9,054[(3)]	*
Peter W. Knitt	43,901	1.00%
Kevin J. Kraft	7,227	*
Mark C. Oldenberg	3,111[(4)]	*
Thomas R. Polzer	64,579	1.44%
William M. Reif	42,784	1.00%
Timothy J. Sonnentag	7,724	*
All directors and officers as a group (11 persons)	**314,821**	**7.00%**

* Less than 1%.

(1) Includes 8,031 shares of unvested restricted stock granted to Mr. Cattanach for which he holds sole voting rights and sole investment power.

(2) Includes 2,868 shares held by a limited liability company for which beneficial ownership is disclaimed except to the extent of his pecuniary interest therein.

(3) Includes 3,150 shares held by a corporation for which beneficial ownership is disclaimed except to the extent of her pecuniary interest therein.

(4) Includes 1,111 shares of unvested restricted stock granted to Mr. Oldenberg for which he holds sole voting rights and sole investment power.

Executive Officer Compensation

Summary Compensation Table for 2018

The following table sets forth the compensation awarded to, earned by, or paid by the Company and its subsidiaries during the years ended December 31, 2018, 2017, and 2016, to our principal executive officer and each other executive officer as of December 31, 2018, 2017, and 2016, whose total compensation exceeded $100,000:

Name and Principal Position	Year	Salary ($)[1]	Bonus ($)[1]	Stock Awards ($)[2]	Option Award(s) ($)	Non-Equity Incentive Plan Compensation ($)[1][3]	Nonqualified Deferred Compensation Earnings ($)[9]	All Other Compensation ($)	Total ($)
Scott M. Cattanach	2018	$271,000	$0	$40,000	$0	$50,243	$ 7,296	$26,103[4]	$394,642
CEO, President and	2017	$191,893	$10,000	$35,000	$0	$24,294	$ 3,074	$23,543	$287,804
Director of the Company and the Bank	2016	$186,300	$0	$35,000	$0	$31,600	$ 4,118	$24,967	$281,985
Mark C. Oldenberg	2018	$179,000	$0	$25,000	$0	$22,124	$ 873	$12,883[5]	$239,880
Chief Financial Officer of the Company and Bank	2017	$ 10,327	$0	$0	$0	$ 1,307	$ 0		$ 11,634
Peter W. Knitt	2018	$ 10,747	$0	$0	$0	$55,853	$69,179	$44,684[6][7]	$180,463
Former CEO, and a	2017	$294,120	$0	$0	$0	$55,288	$59,290	$30,105[8]	$438,803
Director of the Company and the Bank	2016	$285,000	$0	$0	$0	$72,500	$77,845	$38,698	$474,043

(1) Includes compensation deferred by officers under 401(k) plan and other deferred compensation plans.

(2) The amounts indicated represent the grant date fair value for awards of restricted stock computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Subtopic 718-10. For Mr. Cattanach, the number of shares granted was 1,778 for 2018, 1,512 for 2017 and 1,779 for 2016. For Mr. Oldenberg, the number of shares granted was 1,111 for 2018. These shares vest at the rate of 20% each year beginning on the second anniversary of the grant date, with 20% vesting on each anniversary date thereafter until the shares become fully vested. While the shares are unvested, the grantee maintains voting rights on the shares and receives dividends on the shares at the same amount and timing as all other common stock shares. All unvested restricted stock will immediately vest upon a change in control as defined in the grant agreement. All unvested shares are forfeited if the grantee's employment with the bank is terminated for any reason.

(3) Cash incentive compensation awards were made under the Focus Rewards Plan based on achievement of net income and other Bank-wide financial and non-financial goals.

(4) Represents Company 401(k) contribution of $23,007 and $3,096 of dividends paid on unvested restricted stock.

(5) Represents Company 401(k) contribution of $12,883.

(6) Represents Company 401(k) contributions of $8,369 and the award of a company vehicle $25,000.

(7) Health Insurance coverage of $11,315

(8) Represents Company 401(k) contribution of $22,518, Company matching contribution of $5,000 under the Executive Deferred Compensation Plan, and $2,587 of dividends paid on unvested restricted stock.

(9) Nonqualified deferred compensation earnings as displayed in this table include those in excess of 120% of the applicable long-term U.S. Treasury interest rate (representing a "risk free" rate) in effect at the time of plan adoption/amendment.

Incentive Compensation, Deferred Compensation, and Other Compensation Arrangements

Focus Rewards Plan. The Bank's Focus Rewards Plan provides an annual cash incentive opportunity for executive officers of the Company in their capacities as Bank officers. Incentive compensation is determined under a formula that derives 60% of the incentive compensation amount from the achievement of the Bank's net income target, 20% from the achievement of specific Bank-wide financial and non-financial goals, and 20% from the Bank's return on equity when measured against a peer group of bank holding companies that report financial results to S&P Global Market Intelligence and had consolidated assets as of January 1 of the applicable year between $500 million and $1 billion. In 2018, the potential incentive compensation at various levels of net income ranged from 0% to 45% of Mr. Cattanach's base salary and 0% to 30% of Mr. Oldenberg's base salary. Incentive compensation is paid in cash following the determination and audit of results under the plan for the preceding fiscal year.

Scott M. Cattanach Executive Deferred Compensation Agreement. Mr. Cattanach participates in the Bank's Executive Deferred Compensation Plan. The plan terms in effect for Mr. Cattanach permit him to elect to defer up to 20% of his base salary and up to 70% of his bonus incentive compensation. The plan provides a matching grant contribution equal to 20% of the amount deferred up to a maximum annual matching contribution of 3% of Mr. Cattanach's base pay. Deferrals made by Mr. Cattanach and the plan's matching contribution, if any, are credited to Mr. Cattanach's unfunded account. Plan interest while Mr. Cattanach is employed is credited on the accumulated account balance at a rate equal to 100% of the Bank's return on equity for the year. Following termination of employment after reaching normal retirement age, the plan will provide an annual fixed interest credit of 7% while benefits are paid over 130 biweekly installments. The plan accumulated balance would be paid to Mr. Cattanach in a lump sum in the event of termination of employment from death, disability, or following a change in control. Mr. Cattanach is fully vested in the accumulated account balance as well as any future matching grants or interest credited under the plan. However, no plan matching contribution or any interest credited would be paid if Mr. Cattanach's employment is terminated for cause as defined by the plan. The Bank may, in its sole discretion and prior to commencement of benefits, suspend the plan. Upon suspension of the plan, Mr. Cattanach would not be permitted to make any further voluntary deferrals of base pay or incentive into the plan and would receive no other credit to the plan account except the annual interest credit on the accumulated balance.

Mark C. Oldenberg Executive Deferred Compensation Agreement. Mr. Oldenberg participates in the Bank's Executive Deferred Compensation Plan. The plan terms in effect for Mr. Oldenberg permit him to elect to defer up to 20% of his base salary and up to 70% of his bonus incentive compensation. The plan provides a matching grant contribution equal to 20% of the amount deferred up to a maximum annual matching contribution of 3% of Mr. Oldenberg's base pay. Deferrals made by Mr. Oldenberg and the plan's matching contribution, if any, are credited to Mr. Oldenberg's unfunded account. Plan interest while Mr. Oldenberg is employed is credited on the accumulated account balance at a rate equal to 100% of the Bank's return on equity for the year. Following termination of employment after reaching normal retirement age, the plan will provide an annual fixed interest credit of 7% while benefits are paid over 130 biweekly installments. The plan accumulated balance would be paid to Mr. Oldenberg in a lump sum in the event of termination of employment from death, disability, or following a change in control. Mr. Oldenberg is not fully vested in the accumulated account balance or any future matching grants or interest credited under the plan until he reaches his second anniversary of employment. No plan matching contribution or any interest credited will be paid if Mr. Oldenberg's employment is terminated for cause as defined by the plan. The Bank may, in its sole discretion and prior to commencement of benefits, suspend the plan. Upon suspension of the plan, Mr. Oldenberg would not be permitted to make any further voluntary deferrals of base pay or incentive into the plan and would receive no other credit to the plan account except the annual interest credit on the accumulated balance.

Other Compensation Arrangements. From time to time the Bank enters into other compensation arrangements with key employees, which may include, among other things, deferred compensation or change in control benefits. The Bank intends to continue this practice and anticipates that additional such arrangements will be entered into in the future.

Survivor Income Benefit Plan. The Bank maintains a Survivor Income Benefit Plan, which was originally adopted as an inducement to encourage the Bank's executive officers to permit the Bank to purchase life insurance policies on their lives, with the Bank as beneficiary on the policies. Under this plan, the Bank has purchased life insurance on the lives of several its senior officers, including Mr. Cattanach and Mr. Oldenberg, and all premiums on these policies have been fully paid. Under the plan, the Bank has agreed to pay to the executive's named beneficiary a one-time split-dollar life insurance death benefit, which is a multiple of the employee's base salary up to a maximum amount. The payment is made out of insurance proceeds received, and no payment is made unless the Bank holds an insurance policy on the executive's life and the executive dies while employed by the Bank. The maximum payment obligation under the plan is capped at $900,000 for Mr. Cattanach and $450,000 for Mr. Oldenberg.

Outstanding Equity Awards at Fiscal Year-End 2018

Unvested restricted stock awards held by our named executive officers at December 31, 2018, are indicated in the following table. Unvested restricted stock awards become fully vested upon a change in control.

	Option Awards			Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested ($)
Mr. Cattanach	–	–	–	8,031(1)	$180,698(2)	–	–
Mr. Oldenberg	–	–	–	1,111(1)	$ 24,998(2)	–	–

(1) Awards vest at the rate of 20% each year, beginning on the second anniversary of the date of grant.
(2) Market value is based on the closing market price of the Company's common stock on December 31, 2018 ($22.50 per share).

Termination and Change in Control Arrangements

In order to promote stability and continuity of senior management, the Company entered into employment and change of control agreements with Mr. Knitt and Mr. Cattanach. Mr. Knitt's agreement terminated as of his retirement date of January 2, 2018, and Mr. Cattanach's agreement was amended to account for his promotion as President and Chief Executive Officer of the Bank. The Bank plans to enter into other compensation arrangements from time to time for purposes of attracting and retaining key individuals.

Employment Terms and Severance Benefits for Mr. Cattanach. Mr. Cattanach's current agreement provides for an initial term of employment lasting through June 30, 2020, with automatic extensions thereafter on a year-to-year basis unless either party notifies the other that the contract will no longer be extended or Mr. Cattanach reaches age 66. The agreement provides for the provision of a base salary and participation by Mr. Cattanach in the various plans offered to other employees. Mr. Cattanach is also entitled to the use of a Bank-provided automobile and a membership at a country club or similar organization.

In the event of his termination without cause, Mr. Cattanach is entitled to receive the amount he would have been entitled to receive as salary under his agreement, but in no event for a period of less than twelve months. He is also entitled to coverage under the Bank's health insurance plan for the period of the severance benefit, or until he becomes eligible for coverage under the plan of another employer. In the event of termination for cause, Mr. Cattanach is entitled to no further benefits under the agreement. "Cause" is defined under the agreements as, among other things; (1) acts that result in the payment of a claim under a blanket banker fidelity bond policy; (2) the willful and continuing failure to perform the executive's duties; (3) the commission of certain crimes, including theft, embezzlement, misapplication of funds, unauthorized issuance of obligations, and false entries; (4) acts or omissions to act that result in the material violation by the executive of any policy established by the Bank that is designed to insure compliance with applicable banking, securities, employment discrimination, or other laws or which cause or result in the Bank's violation of such laws; or (5) the executive's physical or mental disability. The agreement provides that Mr. Cattanach will not work in competition with the Bank within a specified geographic region for a period of one year following termination and must observe a two-year period on the confidentiality of Bank information.

Termination After Change in Control. The agreement also guarantees Mr. Cattanach certain compensation and benefits in the event of his termination following a change in control of the Company. Upon a change in control, the term of employment is reset to two years starting on the date of the change in control. For each year the contract remains in effect following a change in control, Mr. Cattanach will be entitled to annual incentive compensation equal to the average incentive compensation earned in the three years immediately preceding the change in control.

In the event Mr. Cattanach terminates his employment for good reason or is otherwise involuntarily terminated other than for cause, he would be entitled to (1) the base salary accrued through termination plus a pro rata portion of incentive compensation earned for the year of termination (based on amounts earned in the previous fiscal year), (2) a lump sum payment equal to three times his current annual base salary, and (3) coverage under the Bank's health insurance plan until he becomes eligible for coverage under the health insurance plan of another employer up to a maximum period of 36 months following termination. The benefits payable to Mr. Cattanach, however, must be less than the amount which would cause them to be an "excess parachute payment" under Section 280G of the Internal Revenue Code.

For purposes of Mr. Cattanach's agreement, a "change in control" of the Company means:

- the acquisition of 30% or more of the Company's or the Bank's common stock by a person or group (excluding stock acquired by an employee benefit plan sponsored by the Company); or
- a change in the composition of the Board during any 24 consecutive months so that the incumbent directors (or directors approved by the incumbent directors) no longer constitute a majority of the directors; or
- the occurrence of a transaction resulting in the acquisition of the Company or the Bank in which the Company's shareholders will beneficially own less than 60% of the voting shares of the new combined entity; or
- the liquidation or dissolution of the Company or the Bank.

Proposal No. 2 – Increase in Authorized Shares of Common Stock

On February 19, 2019, the Board unanimously recommended that the shareholders approve an amendment to the Company's current Articles of Incorporation in order to increase the number of authorized shares of common stock of the Company to 18,000,000 from 6,000,000.

Proposed Amendment

Following is the text of the proposed amendment to the first three paragraphs of Article III of the Articles of Incorporation showing the changes being proposed:

"The aggregate number of shares that the corporation shall have the authority to issue, the designation of each class of shares, the authorized number of shares of each class, and the par value thereof per share, shall be as follows:

Designation of Class	Par Value per Shares	Authorized Number of Shares
Common Stock	$0.00	18,000,000
Preferred Stock	$0.00	30,000

Any and all such shares of Common Stock and Preferred Stock may be issued for such consideration as shall be fixed from time to time by the Board of Directors."

Reasons for Amendment

The Board of Directors believes that an increase in the number of authorized shares of common stock is necessary to provide a sufficient number of shares for future stock splits or stock dividends, the issuance of stock in connection with employee stock options and other employee benefit plans that may be adopted in the future, possible acquisitions, possible stock offerings, and for other general corporate purposes. The Company has no present intention to pursue a stock offering or acquire any other business or entity in exchange for stock, and there are no other commitments for the issuance of additional common stock at this time other than pursuant to annual discretionary restricted stock awards as determined by the Company's Board of Directors.

The Board weighed multiple factors when considering its recommendation to shareholders to increase the number of authorized shares to 18,000,000. Primarily, the Board took into account a stock dividend declared and issued in 2018 that entitled each outstanding share of Company common stock to an additional two (2) shares of Company common stock. Applying the same multiple to the Company's currently authorized 6,000,000 shares of common stock would result in the recommended 18,000,000 authorized shares. Thus, the Board believes that increasing the number of authorized shares of common stock to 18,000,000 is appropriate to account for the number of additional shares that were issued as a result of the stock dividend.

Vote Required

Approval of the proposed amendment will require the affirmative vote or consent of two-thirds of all voting groups of the Company entitled to vote in the election of directors in addition to the vote or consent of the holders of the stock of the Company otherwise required by law. Uncompleted proxy cards, abstentions and broker non-votes will therefore have the same effects as a vote "against" the amendment.

For the reasons set forth above, the Board unanimously recommends that the shareholders vote FOR the proposed amendment.

Proposal No. 3 – Authorization of a "Classified" or "Staggered" Board of Directors

On February 19, 2019, the Board unanimously recommended a proposed amendment to Article V of the Company's Articles of Incorporation. Under Wisconsin law and the Company's current Articles of Incorporation and Bylaws, all of the Company's directors serve one-year terms and stand for re-election at each annual shareholders' meeting. However, Wisconsin law (specifically, Wis. Stat. § 180.0806) also allows a corporation to have what is referred to as a "classified" or "staggered" board in which directors are divided into two or three "classes" and are elected in alternating years. For example, a board of 12 directors could be divided into three classes of four directors (Classes A, B, and C), with each class elected to staggered three-year terms expiring at successive alternating annual shareholders' meetings. Currently, the Articles of Incorporation do not provide for a classified board of directors, and, for the reasons discussed below under "Reasons for the Proposed Amendment," the Board believes that a classified board structure will be beneficial.

Proposed Amendment

Following is the text of the proposed amendment to Article V showing the changes being proposed:

ARTICLE V

Directors

The Board of Directors of this Corporation shall consist of not less than five members nor more than seventeen members. The initial Board of Directors shall consist of ten members. The number of directors may be fixed, from time to time and within the limits prescribed herein, by resolution of the Board of Directors. **The Corporation's bylaws may provide for staggered terms of directors by dividing the total number of directors into two or three classes, each class consisting, as nearly as may be possible, of an equal number of directors, with the term of office of the directors of each class expiring every second year or third year, as the case may be.**

Effect of Proposed Amendment

If the proposed amendment is adopted, the Board will have the authority to amend the Company's bylaws to create a classified board of directors. The Board intends to promptly adopt such an amendment to the Company's bylaws to create three classes of directors with their initial terms expiring in 2020, 2021, and 2022, respectively.

Reasons for the Proposed Amendment

The principal justification for instituting a classified board of directors has historically been for anti-takeover purposes. For example, if a board is divided into three classes, in order to gain control of the board a hostile acquirer would have to wage a proxy fight for two years in a row to get its candidates elected. However, in the case of a bank holding company, this antitakeover justification is less relevant because the regulatory requirements and process for acquiring control of a bank holding company makes a hostile takeover of a bank holding company a less likely (but possible) event. In addition to considering the merits of a classified board in the context of hostile takeovers, the Board has identified the following benefits:

- Board Continuity. A classified board assures that at all times at least two-thirds of the directors (assuming three classes of directors) will have been on the Board for at least one year and have direct experience with the operations of the Bank and the Company. The Board believes it is beneficial to always have a majority of its directors be experienced and seasoned and have the perspective that only time on the Board can provide. A classified board promotes this outcome by ensuring that at most one-third of the directors will be new to the Board at any time.

- Board Independence. Directors may be less subject to influence or "peer pressure," especially from management directors, if they know that they have an extended period of time for which they will serve on the Board.

- Board Quality. It takes a significant commitment of time and effort to be a director of a bank holding company and there are certain risks and responsibilities that are attendant with such a role that are different from those associated with directors of a non-financial institution holding company. A potential director may be less willing to make this kind of investment and accept this responsibility if there is a risk that he or she will only serve for one year. Thus, a classified board may enable the Company to recruit higher-quality and more committed individuals to serve on the Board.

The Board also considered what are traditionally perceived to be reasons against the adoption of a classified board. The primary argument against adopting a classified board is the fact that it is more difficult and time-consuming for shareholders to impact the management of a company when directors do not stand for election on an annual basis. That is, because directors serve for longer terms, it is more difficult for shareholders to vote directors off of the board. In addition, certain hostile takeovers that might be prevented or made more difficult by a classified board structure could actually be beneficial for Company shareholders.

When taking into account the reasons for and against adopting a classified board, together with the Company's unique circumstances, the Board believes that the merits of a classified board outweigh any disadvantages and, thus, adoption of a classified board is in the best interests of the Company and its shareholders.

Vote Required

Approval of the proposed amendment will require the affirmative vote or consent of two-thirds of all voting groups of the Company entitled to vote in the election of directors in addition to the vote or consent of the holders of the stock of the Company otherwise required by law. Uncompleted proxy cards, abstentions and broker non-votes will therefore have the same effects as a vote "against" the amendment.

For the reasons set forth above, the Board unanimously recommends that the shareholders vote FOR the proposed amendment.

Proposal No. 4 - Ratification of Selection of Auditors

The Audit Committee has selected Wipfli LLP as our auditor for the 2019 fiscal year, and the Board is asking our shareholders to ratify that selection. Although current law and applicable rules and regulations, as well as our Audit Committee's charter, require that the Audit Committee engage, retain, and supervise our independent auditing firm, the Board considers the selection of the independent auditor to be an important matter of shareholder concern and is accordingly submitting the selection of Wipfli LLP for ratification by shareholders.

The affirmative vote of the holders of a majority of the shares of common stock cast in person or by proxy at the meeting is required to approve the ratification of the selection of Wipfli LLP as our independent auditor for the current fiscal year.

The Board unanimously recommends that the shareholders vote FOR the ratification of the selection of Wipfli LLP as the Company's independent auditor for the 2019 fiscal year.