

MainSource Financial Group

MainSource Financial Group, 2105 N. State Road 3 Bypass, Greensburg, Ind., 47240, is the holding company for MainSource Bank, which has 78 offices in Indiana, Illinois, Kentucky and Ohio. The company (www.mainsourcebank.com) reported 2012 earnings of \$26.5 million, or \$1.30 per share. A year earlier, MainSource earned \$20.8 million, or \$1.03 per share. MainSource shares trade on NASDAQ under the ticker MSFG. Information for Proxy Corner came from Yahoo Finance and the company's proxy statement dated March 26, 2013.

VALUE	5/6/13	5/7/2012
Shares of common stock outstanding	20.3 million	20.3 million
Market value of one common share	\$13.43	\$11.46
Market value of common stock	\$273.0 million	\$231.7 million

NOTEWORTHY CONTROL

Dimensional Fund Advisors

Number of common shares: 1,512,886
Percentage of common shares: 7.45

Black Rock Inc.

Number of common shares: 1,280,678
Percentage of common shares: 6.31

EXECUTIVE COMPENSATION

	Total '12 compensation	Salary Bonus	Stock option grants (1)	All other pay (2)	% change (3)
Archie Brown CEO, president	\$417,664	\$388,470 \$0	\$0	\$29,194	-26.8
James Anderson chief financial officer	\$256,230	\$227,726 \$0	\$0	\$28,503	-18.7
Daryl Tressler chief banking officer	\$276,805	\$243,897 \$0	\$0	\$32,908	-23.2
William Goodwin chief credit officer	\$286,228	\$224,874 \$0	\$0	\$61,355	-10.2
Chris Harrison senior vice president of branch administration	\$209,886	\$176,407 \$0	\$0	\$33,479	-14.0

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

DIRECTORS

Kathleen Bardwell, 56

Occupation: vice president and chief compliance officer of Steris Corp.
Number of common shares: 6,380
Previous Year: 2,380

William Barron, 63

Occupation: president of Wm. G. Barron Enterprises Inc., president of Rent A Space To Go Parent LLC and president of Gunston LLC
Number of common shares: 891,268
Previous year: 879,074

Archie Brown Jr., 52

Occupation: CEO, president of company
Number of common shares: 93,414
Previous year: 33,232

Brian Crall, 53

Occupation: president and owner of foreClarity! LLC, former CEO of CMD Holding
Number of common shares: 25,318
Previous year: 15,203

Philip Frantz, 68

Occupation: partner in the law firm Coldren & Frantz, president of Jay-Portland Abstract Co.
Number of common shares: 68,860
Previous year: 59,518

D.J. Hines, 61

Occupation: chairman of Schuler Bauer Real Estate Services Inc., executive with Bugaboo Developers, Foursight Developers and Hawthorn Glen Developers, managing partner of Monticello Group and Spring Manor LLC
Number of common shares: 32,301
Previous year: 27,291

Thomas O'Brien, 56

Occupation: retired Procter & Gamble executive, senior adviser at the Boston Consulting Group, CEO of Simpaful Consulting
Number of common shares: 36,084
Previous year: 23,702

Lawrence Rueff, 59

Occupation: founder of Swine Veterinary Services, owner of 2 Boar Studs
Number of common shares: 26,455
Previous year: 22,454

John Seale, 53

Occupation: partner in CPA firm RBSK Partners
Number of common shares: 20,063
Number of common shares: 20,043

Charles Thayer, 69

Occupation: chairman and managing director of Charwell Capital
Number of common shares: 20,152
Number of common shares: 14,152