

MainSource Financial Group Inc.

MainSource Financial Group, 201 N. Broadway, Greensburg, Indiana, 47240, is the holding company for MainSource Bank, which has 91 offices in Indiana, Illinois, Kentucky and Ohio. In the first quarter, the company (www.mainsourcebank.com) earned \$8.8 million, or 40 cents per share. That compares with earnings of \$7.7 million, or 35 cents per share, in the same quarter a year earlier. 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 23, 2016.

VALUE	7/21/2016	7/21/2015
Shares of common stock outstanding	21.63 million	21.67 million
Market value of one common share	\$22.47	\$21.66
Market value of common stock	\$486.03 million	\$469.37 million

NOTEWORTHY CONTROL

Dimensional Fund Advisors

Number of shares: 1,617,337
Percent of shares: 7.50

BlackRock Inc.

Number of shares: 1,337,922
Percent of shares: 6.20

EXECUTIVE COMPENSATION

	Total '15 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
Archie Brown Jr. CEO and president	\$866,188	\$443,021 \$0	\$97,590	\$325,577	10.36%
James Anderson chief financial officer	\$442,294	\$242,848 \$0	\$38,408	\$161,039	8.47%
Daryl Tressler chief banking officer	\$461,323	\$256,058 \$0	\$38,625	\$166,641	4.83%
William Goodwin chief credit officer	\$431,161	\$240,694 \$0	\$36,308	\$154,159	5.90%
Chris Harrison senior vice president	\$350,237	\$213,077 \$0	\$26,875	\$110,285	10.08%

(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, 59

Occupation: senior vice president and chief compliance officer of Steris Corp.
Number of shares: 13,712
Previous year: 11,700

Thomas O'Brien, 59

Occupation: retired vice president of Procter & Gamble
Number of shares: 59,666
Previous year: 57,654

William Barron, 66

Occupation: chairman and president of Wm. G. Barron Enterprises Inc.
Number of shares: 600,650
Previous year: 600,469

Lawrence Rueff, 62

Occupation: founder of Swine Veterinary Services, consultant to swine farms
Number of shares: 39,786
Previous year: 36,274

Archie Brown Jr., 55

Occupation: chairman, CEO and president of company
Number of shares: 109,791
Previous year: 108,207

Charles Thayer, 72

Occupation: chairman and managing director of Chartwell Capital
Number of shares: 29,484
Previous year: 27,472

Vincent Berta, 57

Occupation: former executive vice president of U.S. Bank Corp.
Number of shares: 1,916
Previous year: NA

John Seale, 56

Occupation: president of Anthem Blue Cross Blue Shield of Ohio
Number of shares: 32,782
Previous year: 30,019

D.J. Hines, 64

Occupation: chairman of Schuler Bauer Real Estate Services
Number of shares: 34,068
Previous year: 32,543

Eric Hoeflinger, 50

Occupation: chairman and managing director of Chartwell Capital
Number of shares: 1,341
Previous year: NA