

HARVARD ILLINOIS BANCORP, INC.

January 10, 2018

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Harvard Illinois Bancorp, Inc. (the "Company"). The Annual Meeting will be held at NIU Rockford, 8500 E. State Street, Rockford, Illinois, at 8:00 a.m. Illinois Time on February 28, 2018.

The enclosed Notice of Annual Meeting and proxy statement describe the formal business to be transacted. During the Annual Meeting we will also report on our operations. Our directors and officers will be present to respond to any questions that stockholders may have. Also enclosed for your review is our Annual Report to Stockholders, which contains information concerning our activities and operating performance.

The business to be conducted at the Annual Meeting includes the election of two directors of the Company, the ratification of the appointment of BKD, LLP as our independent registered public accountants for the year ended December 31, 2017, and the approval or an adjournment of the Annual Meeting if necessary in order to solicit additional proxies.

The Board of Directors has determined that the matters to be considered at the Annual Meeting are in the best interests of Harvard Illinois Bancorp, Inc. and its stockholders. For the reasons set forth in the proxy statement, the Board of Directors unanimously recommends a vote "FOR" the election of directors listed in the proxy statement, "FOR" the ratification of the appointment of BKD, LLP, and "FOR" the adjournment of the Annual Meeting if necessary in order to solicit additional proxies.

Your vote is important, regardless of the number of shares that you own. Please complete, sign and date the proxy card, and return it in the enclosed postage-paid envelope. Please sign and return your proxy even if you currently plan to attend the Annual Meeting. Voting by proxy will not prevent you from voting in person, but will assure that your vote is counted if you are unable to attend the meeting.

Sincerely,



Donn L. Claussen
President and Chief Executive Officer

Harvard Illinois Bancorp, Inc.
2990 N. Perryville Road, Suite 4136B
Rockford, Illinois 61107
(815) 316-6150

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On February 28, 2018

Notice is hereby given that the Annual Meeting of Stockholders (the "Meeting") of Harvard Illinois Bancorp, Inc. will be held at NIU Rockford, 8500 E. State Street, Rockford, Illinois, on February 28, 2018 at 8:00 a.m., Illinois Time.

A proxy card, the proxy statement for the Meeting, and the 2016 Annual Report to Stockholders are enclosed.

The Meeting is for the purpose of considering and acting upon:

1. the election of two directors of Harvard Illinois Bancorp, Inc.;
2. the ratification of the appointment of BKD, LLP as our independent registered public accountants for the year ended December 31, 2017;
3. the potential adjournment of the Meeting if necessary to solicit additional proxies; and

such other matters as may properly come before the Meeting, or any adjournments thereof. The Board of Directors is not aware of any other business to come before the Meeting.

Any action may be taken on the foregoing proposals at the Meeting on the date specified above, or on any date or dates to which the Meeting may be adjourned. Stockholders of record at the close of business on December 28, 2017 are the stockholders entitled to vote at the Meeting, and any adjournments thereof.

EACH STOCKHOLDER, WHETHER HE OR SHE PLANS TO ATTEND THE MEETING, IS REQUESTED TO SIGN, DATE AND RETURN THE PROXY CARD WITHOUT DELAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE. ANY PROXY GIVEN BY THE STOCKHOLDER MAY BE REVOKED AT ANY TIME BEFORE IT IS EXERCISED. A PROXY MAY BE REVOKED BY FILING WITH OUR SECRETARY A WRITTEN REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE OR BY FOLLOWING THE INTERNET OR PHONE INSTRUCTIONS ON THE ENCLOSED PROXY CARD. ANY STOCKHOLDER PRESENT AT THE MEETING MAY REVOKE HIS OR HER PROXY AND VOTE PERSONALLY ON EACH MATTER BROUGHT BEFORE THE MEETING. HOWEVER, IF YOU ARE A STOCKHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER IN ORDER TO VOTE PERSONALLY AT THE MEETING.

By Order of the Board of Directors



Donn L. Claussen
Corporate Secretary

Rockford, Illinois
January 10, 2018

**IMPORTANT: A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE.
NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.**

PROXY STATEMENT

HARVARD ILLINOIS BANCORP, INC.
2990 N. Perryville Road, Suite 4136B
Rockford, Illinois 61107
(815) 316-6150

ANNUAL MEETING OF STOCKHOLDERS **FEBRUARY 28, 2018**

This proxy statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of Harvard Illinois Bancorp, Inc. (the "Company") to be used at our Annual Meeting of Stockholders (the "Meeting"), which will be held at NIU Rockford, 8500 E. State Street, Rockford, Illinois, on February 28, 2018 at 8:00 a.m., Illinois Time, and all adjournments thereof. The accompanying Notice of Annual Meeting of Stockholders and this proxy statement are first being mailed to stockholders on or about January 10, 2018. OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE BOARD'S NOMINEES, FOR THE RATIFICATION OF THE APPOINTMENT OF BKD, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS, AND FOR THE ADJOURNMENT OF THE MEETING IF NECESSARY TO SOLICIT ADDITIONAL PROXIES, ALL BY USING THE ENCLOSED PROXY CARD.

REVOCAION OF PROXIES

Stockholders who execute proxies in the form solicited hereby retain the right to revoke them in the manner described below. Unless so revoked, the shares represented by such proxies will be voted at the Meeting and all adjournments thereof. Proxies solicited on behalf of our Board of Directors will be voted in accordance with the directions given thereon. **Please sign and return your proxy card in the postage paid envelope provided. Where no instructions are indicated on the proxy card, signed proxies will be voted "FOR" the election of the nominees for director named herein, "FOR" the ratification of the appointment of BKD, LLP as our independent registered public accountants for the year ended December 31, 2017 and "FOR" the adjournment of the Meeting if necessary.**

A proxy may be revoked at any time prior to its exercise by sending written notice of revocation to our Corporate Secretary, Donn L. Claussen, at our address shown above, or by filing a duly executed proxy bearing a later date or by following the internet or phone instructions on the enclosed proxy card or by voting in person at the Meeting. The presence at the Meeting of any stockholder who had given a proxy shall not revoke such proxy unless the stockholder delivers his or her ballot in person at the Meeting or delivers a written revocation to our Corporate Secretary prior to the voting of such proxy.

If you have any questions about giving your proxy or require assistance, please call Donn L. Claussen, President and Chief Executive Officer, at (815) 316-6150.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Except as otherwise noted below, holders of record of our common stock at the close of business on December 28, 2017 (the "Voting Record Date") are entitled to one vote for each share held. As of the Voting Record Date, there were 815,449 shares of common stock outstanding. The presence in person or by proxy of at least a majority of the outstanding shares of common stock entitled to vote is necessary to constitute a quorum at the Meeting.

In accordance with the provisions of our Articles of Incorporation, record holders of common stock who beneficially own in excess of 10% of the outstanding shares of common stock (the "Limit") are not entitled to any vote with respect to the shares held in excess of the Limit. Our Articles of Incorporation authorize the Board of Directors (i) to make all determinations necessary to implement and apply the Limit, including determining whether persons or entities are acting in concert, and (ii) to demand that any person who is reasonably believed to

beneficially own stock in excess of the Limit supply information to us to enable the Board of Directors to implement and apply the Limit.

The following table sets forth the beneficial ownership of our common stock held by our directors, nominees and executive officers, individually and as a group, and all individuals known to management to own more than 5% of our common stock as of the Voting Record Date.

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned ⁽¹⁾	Percent of All Common Stock Outstanding
<u>Five Percent Stockholders:</u>		
Stilwell Value Partners II, L.P.	79,645 ⁽²⁾	9.63%
Stilwell Value Partners V, L.P.		
Stilwell Value Partners VII, L.P.		
Stilwell Activist Fund, L.P.		
Stilwell Activist Investments, L.P.		
Stilwell Partners, L.P.		
Stilwell Value LLC		
Joseph Stilwell		
<u>Directors and Executive Officers:</u>		
Steven D. Garrels	6,104 ⁽³⁾	*
Donn L. Claussen	48,532 ⁽⁴⁾	5.87%
Brian S. Rebhorn	1,500	*
All directors, nominees and executive officers as a group (3 persons)		6.79%

* Less than 1%.

- (1) A person is deemed to be the beneficial owner for purposes of this table of any shares of common stock if he has sole or 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 date as of which beneficial ownership is being determined. 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.
- (2) Based on a Schedule 13D/A filed with the SEC on August 11, 2016.
- (3) Includes 2,450 shares held in an IRA for the benefit of Mr. Garrels and vested options to purchase 1,178 shares of common stock.
- (4) Includes 15,325 shares held in an IRA for the benefit of Mr. Claussen and vested options to purchase 10,359 shares of common stock.

VOTING PROCEDURES AND METHOD OF COUNTING VOTES

As to the election of the directors, the proxy card provided by the Board of Directors enables a stockholder to (i) vote "FOR" the election of the nominees proposed by the Board of Directors; or (ii) "WITHHOLD AUTHORITY" to vote for the nominees being proposed. Under Maryland law and our Articles of Incorporation and Bylaws, directors are elected by a plurality of the shares voted at the Meeting without regard to either broker non-votes or proxies as to which the authority to vote for the nominee is withheld. Plurality means that individuals who receive the largest number of votes cast are elected, up to the maximum number of directors to be elected at the Meeting.

As to the ratification of BKD, LLP as our independent registered public accountants, by checking the appropriate box a stockholder may (i) vote "FOR" the ratification; (ii) vote "AGAINST" the ratification; or (iii) "ABSTAIN" from voting on the ratification. The ratification of independent registered public accountants must be approved by a majority of the shares voted at the Meeting without regard to broker non-votes or proxies marked "ABSTAIN."

As to the approval of the adjournment of the Meeting, by checking the appropriate box a stockholder may (i) vote "FOR" the proposal; (ii) vote "AGAINST" the proposal; or (iii) "ABSTAIN" from voting on the proposal. The affirmative vote of holders of a majority of the votes cast at the Meeting is required for the adjournment of the Meeting, without regard to broker non-votes, or proxies marked ABSTAIN.

Proxies solicited hereby will be returned to and be tabulated by Computershare.

PROPOSAL I—ELECTION OF DIRECTORS

Our Board of Directors consists of three persons. The Board of Directors is divided into three classes. Directors are generally elected to serve for a three-year period or until their respective successors shall have been elected and shall qualify. Our Board of Directors has nominated Donn L. Claussen to serve for a two-year term, and Brian S. Reborn to serve for a three-year term, with each nominee abstaining from any discussion or voting on his nomination. Each nominee is currently a member of the Board of Directors and has agreed to serve, if elected. The Board strongly urges you to support the Company’s nominees.

The table below sets forth certain information, as of the Voting Record Date, regarding the Board of Directors. 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 the nominees) will be voted at the Meeting for the election of the nominees identified below. If one or more of the nominees is unable to serve, the shares represented by all such proxies will be voted for the election of such substitutes as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why the nominees might be unable to serve, if elected. There are no arrangements or understandings between the nominees and any other person pursuant to which the nominees were selected.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE HARVARD ILLINOIS BANCORP, INC. NOMINEES LISTED IN THIS PROXY STATEMENT.

Name	Position(s) Held With Harvard Illinois Bancorp, Inc.	Age ⁽¹⁾	Director Since ⁽²⁾	Current Term Expires
NOMINEES				
Donn L. Claussen	President and Chief Executive Officer, Secretary and Director	58	2008	2017
Brian S. Reborn	Director	48	2014	2017
DIRECTOR CONTINUING IN OFFICE				
Steven D. Garrels	Director	45	2010	2019

(1) As of December 31, 2016.

(2) Includes service with Harvard Savings Bank.

The biographies of each of the Company’s nominees and continuing board members are set forth below.

Director Nominees

Donn L. Claussen. Mr. Claussen was appointed as President and Chief Executive Officer of Harvard Savings Bank and Harvard Illinois Bancorp, Inc. as of March 1, 2014. He had been with Harvard Savings Bank since 2007 and with Harvard Illinois Bancorp, Inc. since its formation, and served as Executive Vice President and Chief Financial Officer from 2007 through February 2014. Previously, Mr. Claussen was a partner with the accounting firm of Lindgren, Callihan, Van Osdol & Co., Ltd., Rockford, Illinois, specializing in financial institution matters.

Brian S. Reborn. Mr. Reborn is the Store Manager of Buck Brother’s in Harvard, Illinois, a supplier of agricultural and landscaping equipment and supplies. He has worked for Buck Brother’s (and its predecessor Harvard Implement) for 30 years.

Continuing Directors

Steven D. Garrels. Mr. Garrels has served as an independent certified public accountant for 23 years. Mr. Garrels is currently a partner with Porte Brown LLC, Elgin, Illinois. Mr. Garrels has experience with internal and external auditing of financial institutions.

Nominating Committee Procedures

Director Criteria. The Nominating Committee identifies nominees by first evaluating the current members of the Board of Directors willing to continue in service. Current members of the Board with skills and experience that are relevant to our business and who are willing to continue in service are first considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. If any member of the Board does not wish to continue in service, or if the Committee or the Board decides not to re-nominate a member for re-election, or if the size of the Board is increased, the Committee would solicit suggestions for director candidates from all Board members. In addition, the Committee is authorized, but not required, by its charter to engage a third party to assist in the identification of director nominees. The Nominating Committee would seek to identify a candidate who at a minimum satisfies the following criteria:

- has the highest personal and professional ethics and integrity;
- has had experiences and achievements that have given him or her the ability to exercise and develop good business judgment;
- is willing to devote the necessary time to the work of the Board and its committees, which includes being available for Board and committee meetings;
- is familiar with the communities in which we operate and/or is actively engaged in community activities;
- is involved in other activities or interests that do not create a conflict with his or her responsibilities to the us and our stockholders; and
- has the capacity and desire to represent the balanced, best interests of our stockholders as a group, and not primarily a special interest group or constituency.

In addition, the Nominating Committee will review as appropriate whether a candidate satisfies the qualifications requirements of our Bylaws. Our Bylaws provide that no person shall be eligible to be appointed or elected to the Board of Directors: (a) if such person has been the subject of supervisory action by a financial regulatory agency that resulted in a cease and desist order or an agreement or other written statement subject to public disclosure under 12 U.S.C. §1818(u), or any successor provision; (b) if such person has been convicted of a crime involving dishonesty or breach of trust which is punishable by imprisonment for a term exceeding one year under state or federal law; (c) if such person is currently charged in any information, indictment, or other complaint with the commission of or participation in such a crime; or (d) if such person, other than full time employees of the Company, did not maintain his principal residence within 25 miles of an office of the Company or any current or former subsidiary thereof for a period of at least one year prior to the date of his purported election or appointment to the Board of Directors. In addition, no person may serve on the Board of Directors and at the same time be a director or officer of a co-operative bank, credit union, savings bank, savings and loan association, trust company, bank holding company or banking association (in each case whether chartered by a state, the federal government or any other jurisdiction), other than of a subsidiary of the Company, that engages in business activities or solicits customers, whether through a physical presence or electronically, in the same market area as the Company or any of its subsidiaries. Finally, no person shall be eligible for election or appointment to the Board of Directors if such person is the nominee or representative, as that term is defined in the regulations of the Board of Governors of the Federal Reserve System, 12 C.F.R §212.2(n), of a company the directors, partners, trustees or 10% stockholders of which would not be eligible for election or appointment to the Board of Directors under the foregoing restrictions. The Board of Directors shall have the power to construe and apply foregoing restrictions and to make all

determinations necessary or desirable to implement such provisions, including but not limited to determinations as to whether a person is a nominee or representative of a person, a company or a group, whether a person or company is included in a group, and whether a person is the nominee or representative of a group acting in concert.

The Nominating Committee will take into account whether a candidate satisfies the criteria for “independence” under the Nasdaq corporate governance listing standards, and if a nominee is sought for service on the audit committee, the financial and accounting expertise of a candidate.

Procedures for the Recommendation of Director Nominees by Stockholders. The Nominating Committee has adopted procedures for the recommendation of director nominees by stockholders. If a determination is made that an additional candidate is needed for the Board, the Nominating Committee will consider candidates submitted by our stockholders. Stockholders can submit qualified names of candidates for director by writing to our Corporate Secretary at 2990 N. Perryville Road, Suite 4136B, Rockford, Illinois 61107. The Corporate Secretary must receive a submission not less than 120 days prior to the anniversary date of our proxy materials for the preceding year’s annual meeting for a candidate to be considered by the Nominating Committee for next year’s annual meeting of stockholders. The submission must include the following information:

- a statement that the writer is a stockholder and is proposing a candidate for consideration by the Nominating Committee;
- the qualifications of the candidate and why the candidate is being proposed;
- the name and address of the stockholder as they appear on our books, and number of shares of our 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 our common stock that are owned by the candidate (if the candidate is not a holder of record, appropriate evidence of the stockholder’s ownership will be required);
- 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 Rule 14A;
- a statement detailing any relationship between the candidate and us;
- a statement detailing any relationship between the candidate and any of our customers, suppliers or competitors;
- 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.

Recommendations that are received and that meet the criteria outlined above are forwarded to the Chairman of the Nominating Committee for further review and consideration.

It is important to distinguish between the recommendations of nominees by stockholders pursuant to this policy and a nomination (whether by proxy solicitation or in person at a meeting) by a stockholder. Stockholders have certain rights under applicable law with respect to nominations, and any such nominations must comply with the procedural and informational requirements described in this proxy statement under the heading “Stockholder Proposals and Nominations.”

Stockholder Communications with the Board. Any of our stockholders who wish to communicate with the Board or with any individual director may write to our Corporate Secretary, 2990 N. Perryville Road, Suite 4136B, Rockford, Illinois 61107, Attention: Board Administration. 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, management will:

- forward the communication to the director or directors to whom it is addressed;
- attempt to handle the inquiry directly, for example where it is a request for information about us or 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.

At each Board meeting, management will present a summary of all communications received since the last meeting that were not forwarded and make those communications available to the directors.

**PROPOSAL II—RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTANTS**

The Company has engaged BKD, LLP to be our independent registered public accountants for the 2017 fiscal year, subject to the ratification of the engagement by our stockholders. At the Meeting, stockholders will consider and vote on the ratification of the engagement of BKD, LLP for the year ended December 31, 2017.

Stockholder ratification of the selection of BKD, LLP is not required by our bylaws or otherwise. However, the Board of Directors is submitting the selection of the independent registered public accountants to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection of BKD, LLP, the Company will reconsider whether or not to retain that firm. Even if the selection is ratified, the Company in its discretion may direct the appointment of a different independent accounting firm at any time during the year if it determines that such change is in our best interests of the Company and its stockholders.

Required Vote and Recommendation of the Board of Directors

In order to ratify the selection of BKD, LLP as independent registered public accountants for the year ended December 31, 2017, the proposal must receive the affirmative vote of at least a majority of the votes cast at the Meeting, either in person or by proxy, without regard to broker non-votes or proxies marked “ABSTAIN”.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”
THE RATIFICATION OF BKD, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.**

PROPOSAL III—ADJOURNMENT OF THE ANNUAL MEETING

In the event that there are not sufficient votes to constitute a quorum the Meeting may be adjourned to a later date or dates in order to permit further solicitation of proxies. In order to allow proxies that have been received by the Company at the time of the Meeting to be voted for an adjournment, if necessary, the Company has submitted the question of adjournment to its stockholders as a separate matter for their consideration. The Meeting may be postponed or adjourned for the purpose of soliciting additional proxies. If it is necessary to adjourn the Meeting, no notice of the adjourned Meeting is required to be given to stockholders (unless a new record date is fixed, or unless the Meeting is adjourned to a date that is later than 120 days following the record date of December 28, 2017), other than an announcement at the Meeting of the hour, date and place to which the Meeting is adjourned.

Required Vote and Recommendation of the Board of Directors

Approval of the proposal to adjourn the Meeting requires the approval of a majority of the votes cast, without regard to broker non-votes or proxies marked "ABSTAIN". At this time, we have no reason to believe that an adjournment of the Meeting will be necessary.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ADJOURNMENT OF THE ANNUAL MEETING IF NECESSARY TO SOLICIT ADDITIONAL PROXIES.

STOCKHOLDER PROPOSALS AND NOMINATIONS

In order to be considered at our next Annual Meeting of Stockholders, but not included in proxy materials, our Bylaws provide that a stockholder proposal to take action at such meeting must be received at our executive office not more than 90 days and not less than 80 days prior to the date of such meeting; provided, that if less than 90 days' notice of such meeting is given to stockholders, such stockholder proposal must be received at our executive office not later than the 10th day following the date on which notice of such meeting was mailed to stockholders or was otherwise disclosed in a press release reported by a nationally recognized news service or on our website.

The notice with respect to stockholder proposals that are not nominations for director may be given only by a stockholder of the Company who is a stockholder of record on the date that the stockholder gives the notice, and must set forth (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 of such stockholder as they appear on the Company's books and of the beneficial owner, if any, on whose behalf the proposal is made; (iii) the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by such stockholder and such beneficial owner; (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder and any material interest of such stockholder in such business; and (v) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting.

A notice with respect to director nominations may be given only by a stockholder of the Company who is a stockholder of record on the date that the stockholder gives the notice, and must include (a) as to each person whom the stockholder proposes to nominate for election as a director, (i) all information relating to such person that would indicate such person's qualification, as set forth in Article II, Section 12 of the Company's Bylaws, to serve on the Board of Directors of the Company; (ii) an affidavit that such person would not be disqualified under the provisions of Article II, Section 12 of our Bylaws; (iii) such information relating to such person that is required to be disclosed in connection with solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, and (iv) a written consent of each proposed nominee to be named as a nominee and to serve as a director if elected; and (b) as to the stockholder giving the notice: (i) the name and address of such stockholder as they appear on the Company's books and of the beneficial owner, if any, on whose behalf the nomination is made; (ii) the class or series and number of shares of capital stock which are owned beneficially or of record by such stockholder and such beneficial owner; (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder; (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice; and (v) any other information relating to such stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934.

The date on which the next annual meeting of stockholders of the Company is expected to be held is December 5, 2018. Accordingly, advance written notice of business or nominations to the Board of Directors to be brought before the next annual meeting of stockholders must be given to the Company no earlier than September 6, 2018 and no later than September 16, 2018. If notice is received before or after that time period, it will be considered untimely, and the Company will not be required to present the matter at the meeting.

OTHER MATTERS

The Board of Directors is not aware of any business to come before the Meeting other than the matters described above in this proxy statement. However, if any matters should properly come before the Meeting, it is intended that holders of the proxies will act as directed by a majority of the Board of Directors, except for matters related to the conduct of the Meeting, as to which they shall act in accordance with their best judgment.

MISCELLANEOUS

We will bear the cost of solicitation of proxies. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of our common stock. In addition to solicitations by mail, directors, officers, and our regular employees may solicit proxies personally or by telegraph or telephone without additional compensation.

BY ORDER OF THE BOARD OF DIRECTORS



Donn L. Claussen
Corporate Secretary

Rockford, Illinois
January 10, 2018

