# April 25, 2025

## Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Mid-Southern Bancorp, Inc., to be held at Spring Mill Inn at Spring Mill State Park, located at 3333 State Road 60 E, Mitchell, Indiana, on Wednesday, May 28, 2025, at 1:00 p.m., Eastern time.

The Notice of Annual Meeting of Stockholders and proxy statement describe the formal business to be transacted at the meeting. During the meeting, we also will report on our operations. Directors and officers will be present to respond to any questions stockholders may have.

It is important that your shares are represented at this meeting, whether or not you attend the meeting in person and regardless of the number of shares you own. To make sure your shares are represented, we urge you to promptly vote. You may vote your shares via the Internet or a toll-free telephone number, or by completing and mailing the enclosed proxy card. This will not prevent you from voting in person at the meeting, but will assure that your vote is counted if you are unable to attend.

We thank you for your support of our Company.

Sincerely,

/s/ Dana J. Dunbar

Dana J. Dunbar Chairman of the Board

## MID-SOUTHERN BANCORP, INC. 300 N. WATER STREET SALEM, INDIANA 47167 (812) 883-2639

# NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 28, 2025

Notice is hereby given that the 2025 annual meeting of stockholders of Mid-Southern Bancorp, Inc. will be held at Spring Mill Inn at Spring Mill State Park, located at 3333 State Road 60 E, Mitchell, Indiana, on Wednesday, May 28, 2025, at 1:00 p.m., Eastern time.

A proxy card and a proxy statement for the annual meeting are enclosed. The meeting is for the purpose of considering and acting upon:

- Proposal 1. The election of two directors, each to serve for a three-year term; and
- Proposal 2. The ratification of the appointment of FORVIS MAZARS, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025.

We will also consider and act upon such other matters as may properly come before the meeting or any adjournments or postponements thereof. As of the date of this notice, we are not aware of any other business to come before the annual meeting.

The Board of Directors has fixed the close of business on April 4, 2025 as the record date for the annual meeting. This means that stockholders of record at the close of business on that date are entitled to receive notice of and to vote at the meeting and any adjournment thereof. To ensure that your shares are represented at the meeting, please take the time to vote by submitting your vote via the Internet or telephone, or by signing, dating and mailing the enclosed proxy card which is solicited on behalf of the Board of Directors. The proxy will not be used if you attend and vote at the annual meeting in person. Regardless of the number of shares you own, your vote is very important. Please act today.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ ERICA B. SCHMIDT

ERICA B. SCHMIDT SECRETARY

Salem, Indiana April 25, 2025

## IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 28, 2025.

Our proxy statement, proxy card and 2025 Annual Report to Stockholders are available at www.edocumentview.com/MSVB.

IMPORTANT: Voting promptly will save us the expense of further requests for proxies in order to ensure a quorum. You may vote via the Internet or by telephone. Alternatively, a proxy card and self-addressed envelope are enclosed for your convenience. No postage is necessary if mailed in the United States.

## PROXY STATEMENT OF MID-SOUTHERN BANCORP, INC. 300 N. WATER STREET SALEM, INDIANA 47167 (812) 883-2639

## ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 28, 2025

The Board of Directors of Mid-Southern Bancorp, Inc. is using this proxy statement to solicit proxies from our stockholders for use at our 2025 annual meeting of stockholders. The meeting will be held at Spring Mill Inn at Spring Mill State Park, located at 3333 State Road 60 E, Mitchell, Indiana, on Wednesday, May 28, 2025, at 1:00 p.m., Eastern time. We are first mailing the accompanying notice of annual meeting of stockholders and this proxy statement to stockholders on or about April 25, 2025.

The information provided in this proxy statement relates to Mid-Southern Bancorp, Inc. and its wholly owned subsidiary, Mid-Southern Savings Bank, FSB. Mid-Southern Bancorp, Inc. may also be referred to as "Mid-Southern" or the "Company" and Mid-Southern Savings Bank, FSB may also be referred to as "Mid-Southern Savings Bank" or the "Bank." References to "we," "us" and "our" refer to Mid-Southern and, as the context requires, Mid-Southern Savings Bank.

## INFORMATION ABOUT THE ANNUAL MEETING

#### Time and Place of the Annual Meeting

Our annual meeting will be held as follows:

Date: Wednesday, May 28, 2025

Time: 1:00 p.m., Eastern time

Place: Spring Mill Inn at Spring Mill State Park, 3333 State Road 60 E, Mitchell, Indiana

#### Matters to Be Considered at the Annual Meeting

At the meeting, you will be asked to consider and vote upon the following proposals:

Proposal 1. The election of two directors to each serve for a three-year term; and

Proposal 2. The ratification of the appointment of FORVIS MAZARS, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025.

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

#### Who is Entitled to Vote?

We have fixed the close of business on April 4, 2025 as the record date for stockholders entitled to receive notice of and to vote at our annual meeting. Only holders of record of Mid-Southern's common stock on that date are entitled to receive notice of and to vote at the annual meeting. You are entitled to one vote for each share of Mid-Southern's common stock you own, unless you own more than 10% of Mid-Southern's outstanding shares. As provided in our Articles of Incorporation, record holders of common stock who beneficially own in excess of 10% of Mid-Southern's outstanding shares are not entitled to any vote in respect of the shares held in excess of the 10% limit unless our Board of Directors

has granted permission in advance. On April 4, 2025, there were 2,885,039 shares of Mid-Southern's common stock outstanding and entitled to vote at the annual meeting.

## How Do I Vote at the Annual Meeting?

Proxies are solicited to provide all stockholders of record on the voting record date an opportunity to vote on matters scheduled for the annual meeting and described in these materials. You are a stockholder of record if your shares of Mid-Southern common stock are held in your name. If you are a beneficial owner of Mid-Southern common stock held by a broker, bank or other nominee (*i.e.*, in "street name"), please see the instructions in the following question.

Shares of Mid-Southern common stock can only be voted if the stockholder is present in person or by proxy at the annual meeting. To ensure your representation at the annual meeting, we recommend you vote by proxy even if you plan to attend the annual meeting. You can always change your vote at the meeting if you are a stockholder of record.

Stockholders may vote by proxy via the Internet or a toll-free telephone number, or by mailing a proxy card. Voting instructions are included on your proxy card. Shares of Mid-Southern common stock represented by properly executed proxies will be voted by the individuals named on the proxy card in accordance with the stockholder's instructions. Where properly executed proxies are returned to us with no specific instruction as how to vote at the annual meeting, the persons named in the proxy will vote the shares FOR election of each of our director nominees and FOR ratification of the selection of FORVIS MAZARS, LLP as our independent registered public accounting firm for 2025. If any other matters are properly presented at the annual meeting for action, the persons named in the enclosed proxy and acting thereunder will have the discretion to vote on these matters in accordance with their best judgment. We do not currently expect that any other matters will be properly presented for action at the annual meeting.

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

#### What if My Shares Are Held in Street Name?

If you are the beneficial owner of shares held in "street name" by a broker, bank or other nominee ("nominee"), the nominee, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If you do not give instructions to the nominee, the nominee may nevertheless vote the shares with respect to discretionary items, but will not be permitted to vote your shares with respect to non-discretionary items, pursuant to current industry practice. In the case of non-discretionary items, the shares not voted will be treated as "broker non-votes." The proposal to elect directors is considered a non-discretionary item under the rules governing brokers that are members of the New York Stock Exchange; therefore, you must provide instructions to the nominee in order to have your shares voted in the election of directors. Please see the instruction form that accompanies this proxy statement. If you wish to change your voting instructions after you have returned your voting instruction form to the nominee, you must contact the nominee.

If your shares are held in street name, you will need proof of ownership to be admitted to the annual meeting. A recent brokerage statement or letter from the record holder of your shares are examples of proof of ownership. If you want to vote your shares of common stock held in street name in person at the annual meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

#### How Will My Shares of Common Stock Held in the Employee Stock Ownership Plan Be Voted?

We maintain the Mid-Southern Savings Bank, FSB Employee Stock Ownership Plan ("ESOP") for the benefit of our employees. Each participant may instruct the trustee how to vote the shares of Mid-Southern common stock allocated to his or her account under the ESOP by completing the voting instruction sheet distributed by the trustee. If a participant properly executes the voting instruction sheet, the trustee is required to vote the participant's shares in accordance with the participant's instructions. Unallocated shares of Mid-Southern common stock held in the ESOP and allocated shares for which proper voting instructions are not received will be voted by the trustee in the same proportion as shares for which the trustee has received voting instructions. The trustee of the ESOP is Ti-Trust, Inc.

### How Many Shares Must Be Present to Hold the Meeting?

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of a majority of the shares of Mid-Southern common stock entitled to vote at the annual meeting as of the

record date will constitute a quorum. Proxies received but marked as abstentions or broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

## What if a Quorum Is Not Present at the Meeting?

If a quorum is not present at the scheduled time of the meeting, a majority of the stockholders present or represented by proxy may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given unless the meeting is adjourned for 30 days or more, or if a new record date is set. An adjournment will have no effect on the business that may be conducted at the meeting.

### **Vote Required to Approve Proposal 1: Election of Directors**

Directors are elected by a plurality of the votes cast, in person or by proxy, at the annual meeting by holders of Mid-Southern common stock. Accordingly, the two nominees for election as directors who receive the highest number of votes actually cast will be elected. In accordance with our Articles of Incorporation, stockholders are not permitted to cumulate their votes for the election of directors. Votes may be cast for or withheld from the nominees. Votes that are withheld and broker non-votes will have no effect on the outcome of the election because the nominees receiving the greatest number of votes will be elected. **Our Board of Directors unanimously recommends that you vote FOR the election of each of our director nominees**.

# Vote Required to Approve Proposal 2: Ratification of the Appointment of Independent Registered Public Accounting Firm

Ratification of the appointment of FORVIS MAZARS, LLP as our independent registered public accounting firm for the year ending December 31, 2025 requires the affirmative vote of the majority of shares cast, in person or by proxy, at the annual meeting by holders of Mid-Southern common stock. Abstentions and broker non-votes will have no effect on the outcome of the voting on this proposal. **Our Board of Directors unanimously recommends that you vote FOR the ratification of the appointment of the independent registered public accounting firm.** 

#### May I Revoke My Proxy?

You may revoke your proxy before it is voted by:

- submitting a new proxy with a later date;
- notifying the Secretary of Mid-Southern in writing before the annual meeting that you have revoked your proxy; or
- voting in person at the annual meeting.

If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the annual meeting. However, if your shares are held in street name, you must bring a validly executed proxy from the nominee indicating that you have the right to vote your shares.

# **PROPOSAL 1 – ELECTION OF DIRECTORS**

Our Board of Directors currently consists of seven members. In accordance with our Articles of Incorporation, the Board is divided into three classes with approximately one-third of the directors elected each year. The table below sets forth information regarding each nominee for director. The Corporate Governance and Nominating Committee of the Board of Directors selects nominees for election as directors. Trent L. Fisher and Eric A. Koch currently serve as Mid-Southern directors and have been nominated to each serve a three-year term and have consented to being named in this proxy statement and serving if elected. It is intended that the proxies solicited by the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority. At this time, we are not aware of any reason why a nominee might be unable to serve if elected.

Name	Age as of December 31, 2024	Year First Elected or Appointed Director <sup>(1)</sup>	Term to Expire
	<b>Board Nominees</b>		
Trent L. Fisher	65	2005	2028 (2)
Eric A. Koch	60	2019	2028 (2)
	Directors Continuing in (	Office	
Larry R. Bailey	62	2013	2026
Alexander G. Babey	56	2016	2026
Dana J. Dunbar	75	2004	2023
Kermit A. Lamb	76	2013	2027
Brent A. Rosenbaum	64	2014	2027

## The Board of Directors recommends a vote FOR the election of Trent L. Fisher and Eric A. Koch.

(1) For years prior to 2021, includes service on the Board of Directors of Mid-Southern Savings Bank.

(2) Assuming reelection.

**Information Regarding Nominees for Election.** Set forth below is the present principal occupation and other business experience during at least the last five years of each nominee for election, as well as a brief discussion of the particular experience, qualifications, attributes and skills that led the Board to conclude that the nominee should serve as a director of Mid-Southern.

#### Nominees

*Trent L. Fisher* is a retired Doctor of Veterinary Medicine. He owned Salem Veterinary Service, Inc. from 1989 until 2018. He served as a trustee of his church. Dr. Fisher is familiar with our market area and was a successful local business owner for many years.

*Eric A. Koch* has been an attorney in private practice for 35 years, currently Of Counsel, Gutwein Law, and was President of Indiana Title Insurance Co., a title insurance agency, for seven years. He served as a member of the Indiana House of Representatives from 2002-2016 and has served as a member of the Indiana State Senate from 2016 to the present. Mr. Koch is a graduate of Georgetown University, where he earned a degree in business administration, and received his law degree from Indiana University School of Law. He has extensive professional experience in the fields of

healthcare, real estate, and agriculture. Mr. Koch is a Certified Community Bank Director. Mr. Koch knows our market area well and brings decades of legal experience to our Board.

## **Continuing Directors**

*Alexander G. Babey* has been President and Chief Executive Officer of Mid-Southern since its formation in January 2018 and the President and Chief Executive Officer of Mid-Southern Bank since October 2016. Prior to this appointment, Mr. Babey was Executive Vice President and Chief Credit Officer from December 2013 until October 2016. He was a credit administration consultant from June 2013 until December 2013, having served as Executive Vice President and Officer of The BANK-Oldham County from May 2005 until its acquisition in May 2013. Mr. Babey brings a wealth of banking knowledge to our Board, with particular expertise in lending and experience at both large regional and community banks.

*Larry R. Bailey* has been with Indiana University Health since 1992 (Bloomington Hospital, Inc. before it joined Indiana University Health). Since January 2022, Mr. Bailey has served as Chief Operating Officer of Indiana University Health South Region Critical Access Hospital. He was President of Indiana University Health Paoli from May 2010 to December 2021. Between October 2015 and December 2018, Mr. Bailey was also President of Indiana University Health Morgan. Mr. Bailey is a Certified Public Accountant (Inactive) and also has a Master of Business Administration degree. He is a board member of the Lawrence County Economic Growth Council. Mr. Bailey's accounting qualifications and experience augments the Board's financial expertise.

**Dana J. Dunbar** has served as the Chairman of the Board of Mid-Southern since its formation in January 2018. Mr. Dunbar has also served as the Chairman of the Board of Mid-Southern Bank since 2013 and has served on the Board of Directors of Mid-Southern Bank since 2003. Mr. Dunbar has been the President of D and P Foods, Inc. since 1987, President of Mitchell Arby's, LLC since 2012, President of Bedford Arby's, LLC since 2012 and Managing Director and Corporate Secretary of Burton & Dunbar Development Corporation since 1996. He possesses expertise in the insurance, real estate development and retail food industries. Mr. Dunbar has also served as a director of various banks for over 40 years.

*Kermit A. Lamb* is a retired banker. Mr. Lamb was the President and Chief Executive Officer of Mid-Southern Bank from May 2013 until October 2016. Prior to that, he served as Senior Vice President and Loan Officer of Mid-Southern Bank from April 2002 until May 2013. Mr. Lamb has 46 years of banking experience with particular expertise in commercial, consumer, mortgage and agricultural lending.

*Brent A. Rosenbaum* has been a farmer and Partner/Farmer of Rosenbaum Farms LLC since 2000. Mr. Rosenbaum is a successful local business owner and is familiar with our market area, particularly the agricultural business.

#### **Committees and Committee Charters**

The Mid-Southern Board of Directors has standing Audit, Compensation, and Corporate Governance and Nominating committees, and has adopted written charters for each of these committees.

## Audit Committee

The Audit Committee, consisting of Directors Bailey (Chairman), Fisher and Koch, assists the Board in fulfilling its oversight responsibilities by reviewing financial information provided to others, Mid-Southern's auditing, accounting and financial reporting processes, and the systems of internal control and risk management processes. It also has the sole authority to appoint or replace our independent registered public accounting firm and oversees the activities of our internal audit functions. The Audit Committee believes it has fulfilled its responsibilities under its charter. Mid-Southern's Audit Committee met ten times during the year ended December 31, 2024 and Mid-Southern Bank's Audit Committee met twelve times during this period.

#### **Compensation Committee**

The Compensation Committee, consisting of Directors Dunbar (Chairman), Bailey, Rosenbaum, Fisher and Koch, sets the policies and compensation levels for our directors, officers and employees, and ensures that compensation

policies are administered fairly and consistently. The Compensation Committee met two times during the year ended December 31, 2024.

The Committee meets, outside of the presence of the President and Chief Executive Officer, to discuss his performance and make its determination of his compensation and benefits. The President and Chief Executive Officer makes recommendations to the Compensation Committee regarding the compensation of all other executive officers. The Committee considers the recommendations of the President and Chief Executive Officer and makes its determination of all other executive officers' compensation and benefits.

### **Corporate Governance and Nominating Committee**

The Corporate Governance and Nominating Committee consists of Directors Fisher (Chairman), Bailey and Koch. This committee identifies qualified candidates for nomination to the Board, oversees the membership and performance of Board committees, reviews the Board's performance, and develops corporate governance standards for the Board. The Corporate Governance and Nominating Committee met two times during the year ended December 31, 2024.

The Corporate Governance and Nominating Committee meets annually to nominate directors for election at the annual meeting. Only those nominations made by the Committee or properly presented by shareholders will be voted upon at the meeting. In its deliberations for selecting candidates for nominees as director, the Committee considers the candidate's knowledge of the banking business and involvement in community, business and civic affairs, and also considers whether the candidate would provide adequate representation of our market area. Any nominee for director made by the Committee must be highly qualified with regard to some or all of these attributes. These criteria as well as viewpoint, skill, race and national origin are considered to provide for diversity on our Board of Directors. These diversity factors are considered when the Corporate Governance and Nominating Committee and Board are seeking to fill a vacancy or new seat on the Board.

In searching for qualified director candidates to fill vacancies on the Board, the Committee solicits the current directors for names of potentially qualified candidates. Additionally, the Committee may request that the directors pursue their own business contacts for the names of potentially qualified candidates. The Committee would then consider the potential pool of director candidates, select the top candidate based on the candidates' qualifications and the Board's needs, and conduct a thorough investigation of the proposed candidate's background to ensure there is no past history that would cause the candidate not to be qualified to serve as a director of Mid-Southern. The Committee will consider director candidates recommended by our shareholders. If a shareholder has submitted a proposed nominee, the Committee would consider the proposed nominee, along with any other proposed nominees recommended by members of our Board of Directors, in the same manner in which the Committee would evaluate its nominees for director. For a description of the proper procedure for shareholder nominations, see "Advance Notice of Business to be Conducted at the Annual Meeting" in this proxy statement.

**Communications with Directors.** A shareholder may communicate with the Board of Directors or any individual director by mailing a communication to the Corporate Secretary, Mid-Southern Bancorp, Inc., 300 N. Water Street, Salem, Indiana 47167. The Corporate Secretary will forward such communication to the full Board of Directors or to any individual director or directors to whom the communication is directed unless the communication is unduly hostile, threatening, illegal or similarly inappropriate, in which case the Corporate Secretary has the authority to not take any action with respect to the communication or take appropriate legal action regarding the communication.

### The Board of Directors unanimously recommends that you vote FOR each of the nominees for director.

# PROPOSAL 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has appointed FORVIS MAZARS, LLP ("FORVIS MAZARS") as our independent registered public accounting firm for the year ended December 31, 2025 and the appointment of FORVIS MAZARS is being submitted to shareholders for ratification. Although ratification is not required by our Bylaws or otherwise, the Board is submitting the appointment of FORVIS MAZARS to our shareholders for ratification as a matter of good corporate practice. If the appointment is not ratified, the Audit Committee will consider whether it is appropriate to select another registered public accounting firm. Even if the appointment is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of Mid-Southern and its shareholders. FORVIS MAZARS served as our independent registered public accounting firm for the year ended December 31, 2024. A representative of FORVIS MAZARS is not expected to be present, or to make any statement or respond to any questions, at the 2025 annual meeting.

The Audit Committee will establish general guidelines for the permissible scope and nature of any permitted non-audit services to be provided by the independent registered public accounting firm in connection with the Audit Committee's annual review of its charter. Pre-approval may be granted by action of the full Audit Committee or by delegated authority to one or more members of the Audit Committee. If this authority is delegated, all approved non-audit services will be presented to the Audit Committee at its next meeting. In considering non-audit services, the Audit Committee or its delegate will consider various factors, including but not limited to, whether it would be beneficial to have the service provided by the independent registered public accounting firm. For the year ended December 31, 2024, the Audit Committee approved all of the services provided by FORVIS MAZARS that were designated as audit-related fees, tax fees and all other fees.

# The Board of Directors unanimously recommends that you vote FOR the ratification of the appointment of FORVIS MAZARS, LLP as our independent registered public accounting firm.

# ADVANCE NOTICE OF BUSINESS TO BE CONDUCTED AT ANNUAL MEETING

Mid-Southern does not anticipate holding a 2026 annual meeting of shareholders if the P&A Transaction with Beacon Credit Union is completed as currently expected. In the event that the P&A Transaction is not completed within the expected time frame or at all, Mid-Southern may hold an annual meeting in 2026. Any shareholder nominations or proposals for business intended to be presented by a shareholder at Mid-Southern's next annual meeting must be submitted to Mid-Southern as set forth below.

Our Bylaws establish advance notice procedures as to (1) business to be brought before an annual or special meeting of shareholders other than by or at the direction of our Board of Directors, and (2) the nomination, other than by or at the direction of our Board of Directors. To be timely, such advance notice must set forth the information required under the Bylaws and be received at the principal office of the corporation (a) if the annual meeting is to be held on a day which is not more than 30 days in advance of the anniversary of the previous year's annual meeting, notice must be received not later than the close of business on the 90th day (*i.e.*, February 21, 2026) nor earlier than the close of business on the 120th day (*i.e.*, January 22, 2026) in advance of the anniversary of the previous year's annual meeting; or (b) with respect to any other annual meeting and not later than the close of business on the 120th day before the annual meeting and not later than the close of business on the 10th day following the first date on which public disclosure of the annual meeting was made.

## **OTHER MATTERS**

## **Solicitation Fees**

Mid-Southern will bear the cost of solicitation of proxies and it 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 common stock. In addition to solicitations by mail, Mid-Southern's directors, officers and regular employees may solicit proxies personally, by telephone or by other forms of communication without additional compensation.

Whether or not you plan to attend the meeting, please vote by marking, signing, dating, and promptly returning the enclosed proxy card in the enclosed envelope, or vote by telephone or via the Internet.

## BY ORDER OF THE BOARD OF DIRECTORS

/s/ ERICA B. SCHMIDT

ERICA B. SCHMIDT SECRETARY

Salem, Indiana April 25, 2025