Offering Document

KISH BANCORP, INC.
DIVIDEND REINVESTMENT AND
STOCK PURCHASE PLAN

Plan Overview

This Offering Document describes the Kish Bancorp, Inc. Dividend Reinvestment and Stock Purchase Plan (the "**Plan**"). The Plan promotes long-term ownership of Kish Bancorp, Inc. ("**Kish**" or the "**Company**") by offering:

- A simple, cost effective method for purchasing shares of Kish common stock (the "**Shares**") directly from Kish;
- A way to increase your holdings in Kish by reinvesting your cash dividends; and
- The opportunity to purchase additional Shares by making optional cash investments.

To participate in the Plan, you must be a current shareholder of Kish. Participation in the Plan may be limited, at Kish's option, due to the requirements of the "Blue Sky" laws of a prospective participant's state of residency. 25,000 Shares are being offered under the Plan at fair market value, which is calculated according to a formula set forth under the heading "What is the purchase price for shares purchased through the Plan?" on p. 19.

Kish Bancorp, Inc.

Kish Bancorp, Inc. is a diversified financial services corporation headquartered in Belleville, Pennsylvania. Kish Bank (the "**Bank**"), is a subsidiary of Kish Bancorp, Inc. and operates thirteen offices in Centre, Huntingdon and Mifflin Counties. Kish's business lines include Kish Bank, Kish Insurance, Kish Financial Solutions and Kish Travel. Kish's stock is traded on the Pink Sheets under the trade symbol, "KISB". Kish's principal executive offices are located at2610 Green Tech Drive, State College, Pennsylvania 16803, and our telephone number is (814) 861-4747.

Investing in Kish stock involves risks. You should carefully consider the risks, both listed and incorporated by reference in this Offering Document. See "Risk Factors" on page 7.

The Shares offered under the Plan do not represent deposits, savings accounts or other obligations of any bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality.

The Securities and Exchange Commission has not approved or disapproved of these securities or determined if this Offering Document is truthful or complete. Any representation to the contrary is a criminal offense.

This Offering Document contains essential information about Kish and the securities being offered hereby. Persons are advised to read this Offering Document carefully prior to making any decision to purchase these securities. Purchasers should also be aware of the two-day right to rescind their purchases as described under the heading "Withdrawal of Acceptance," on page 28 of this Offering Document.

A registration statement with respect to the securities offered by this Offering Document has been filed in the offices of the Pennsylvania Department of Banking and Securities in Harrisburg, Pennsylvania. Such registration statement included certain exhibits only summarized or alluded to in the Offering Document. Such additional documents are available for inspection at the offices of the Pennsylvania Department of Banking and Securities during regular business hours.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES, NOR HAS THE PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIESPASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Offering Document is June 26, 2015

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ABOUT THIS OFFERING DOCUMENT

Please read this Offering Document carefully. If you own Shares now, or if you decide to buy Shares in the future, then please keep this Offering Document with your permanent investment record**s**, since it contains important information about the Plan.

You should rely only on the information contained in this Offering Document and the information incorporated into this Offering Document by reference. Kish has not authorized anyone to provide you with different information. You should not assume that the information contained in this Offering Document is accurate as of any date later than the date hereof or such other dates as are stated herein or as of the respective dates of any documents or other information incorporated herein by reference.

In this Offering Document, the words "Kish," "we," "us," and "our" refer to Kish Bancorp, Inc. and its subsidiaries unless otherwise indicated or if the context otherwise requires.

This Offering Document is neither an offer to sell nor a solicitation of an offer to buy Shares in any state where the Shares have not been registered or are not exempt from such state's registration requirements. If any money or other consideration is sent in response to this Offering Document by a resident of a state where the Shares have not been registered or are not exempt from such state's registration requirements, it will not be accepted. In the event Kish receives the attached Dividend Reinvestment and Stock Purchase Authorization Form from a resident of such state, it shall be considered null and void.

FORWARD-LOOKING STATEMENTS

Certain statements made in this Offering Document are "forward-looking statements" within the meaning of, and subject to the protection of, Section 27A of the Securities Act of

1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

All statements other than statements of historical fact included in this Offering Document, including without limitation statements regarding our financial position, business strategy and our plans and the objectives of management for future operations, are forward-looking statements. Forward-looking statements involve various important assumptions, risks, uncertainties and other factors which could cause our actual results to differ materially from those expressed in such forward-looking statements. Forward-looking statements in this Offering Document can be identified by words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “plan,” “intend,” “may,” “should” or the negative of these terms or similar expressions. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Offering Document or the date of any document incorporated by reference in this Offering Document. We are under no obligation, and expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934.

How to Obtain Additional Information

This Offering Document incorporates important business and financial information about Kish that is not included in or delivered with this document. You can obtain free copies of this information by visiting the website hosted by SNL financial: www.kishbank.com/investor-relations or by writing or calling:

Kish Bancorp, Inc.
4255 East Main Street
PO Box 917
Belleville, PA 17004
Telephone: (814) 861-4747
E-Mail: contactus@kishbank.com

SUMMARY

This Offering Document describes how you can reinvest the dividends you receive on your Shares or otherwise purchase Shares pursuant to the optional cash investment feature of the Plan.

The Company. Kish Bancorp, Inc. is a diversified financial services corporation incorporated on August 29, 1986 and headquartered in Belleville, Pennsylvania. Kish Bank, a subsidiary of Kish Bancorp, Inc**.,** operates thirteen offices in Centre, Huntingdon and Mifflin Counties. Business lines include: Kish Bank, Kish Insurance, Kish Financial Solutions, and Kish Travel. Kish is regulated by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). As a result, Kish is required to file an Annual Report of Bank Holding Companies with the Federal Reserve. A copy of Kish's most recent Annual Report of Bank Holding Companies can be found on Kish Bancorp's website at **www.kishbank.com/investor-relations**. Kish's principal executive offices are located at2210 Green Tech Drive, State College, Pennsylvania 16803, and its telephone number is (814) 861-4747. Kish Bank's website is www.kishbank.com.

Enrollment. Existing registered shareholders can participate by submitting a completed Dividend Reinvestment and Stock Purchase Authorization Form. Shareholders with Shares held in a brokerage account may participate by arranging such participation through their record holder. In general, there is no fee for existing shareholders to join the Plan, unless circumstances warrant an additional charge by the Plan Administrator. The Dividend Reinvestment and Stock Purchase Authorization Form may be submitted in hard copy to the administrator of the Plan appointed by Kish (the "**Plan Administrator**") or, if permitted by the Plan Administrator, online via our website at www.kishbank.com.

Reinvestment of Dividends. You can reinvest all or a portion of your cash dividends toward the purchase of additional Shares.

Optional Cash Investments. After you are enrolled in the Plan, you can also buy additional Shares. You can invest a minimum of $500.00 at any one time, up to $25,000.00 in the aggregate per calendar year. You can pay by check or, if permitted by the Plan Administrator, have your payment automatically withdrawn from your bank account as an individual or ongoing quarterly debit. The purchase price of Shares under the Plan will be the weighted average of the price of Shares purchased in the open market or in negotiated transactions by the Plan Administrator and the price of Shares purchased by the Plan Administrator from Kish. The price of Shares purchased from Kish will be the fair market value of the Shares on the purchase date, which is determined by averaging the daily bid and asked prices for Kish's common stock during the thirty days upon which trades actually occurred and which immediately precede the purchase date, as reported by the market maker in the Shares selected by the Plan Administrator. Kish will bear the cost of all brokerage fees and commissions on purchases under the Plan. The referenced thirty-day period is subject to adjustment by Kish.

Tracking Your Investment. You will receive a Plan statement or a written notification after each transaction. Statements provide the details of the transaction and show the share balance in your Plan account. You can verify your account balance, change your dividend election or request a statement at any time through the Plan Administrator.

Risk Factors. Investing in Kish stock involves risks. You should carefully consider the risks, both listed and incorporated by reference in this Offering Document. See "Risk Factors" on page 7.

RISK FACTORS

Investment in Kish common stock involves certain risks. In considering an investment in Kish common stock, you should carefully consider the potential risks, including, but not limited to, those that we identify for you, as well as the balance of the information set forth in this Offering Document. The below risk factors should not be considered an exhaustive listing of all potential risks as they are specific to risks inherent in participation in the Plan and, by extension, in purchasing Kish's common stock. The Company's stock is thinly traded and, under the exemption from registration being relied upon by the Company, is subject to restrictions on further transfer. These factors, along with fluctuations in the stock market, could negatively affect the fair market value of the Company's stock. As a result, you may be unable to sell your Shares for an indefinite period of time.

The Company's common stock (OTC Pink: KISB) is thinly traded. There can be no assurance that a regular and active market for the Common Stock will develop in the foreseeable future. In addition, in the case of Shares issued under the Plan, the Company is relying on an exemption from registration that prohibits purchasers in this offering from subsequently transferring their Shares unless they either register the shares or comply with an exemption from registration. These factors, along with fluctuations in the stock market, could negatively affect the fair market value of the Company's stock. In light of the foregoing, investors in the Shares may be required to assume the risk of their investment for an indefinite period of time. Many factors affect investor confidence in the banking sector as a whole, and such factors may impact the trading prices of community banks such as the Company.

- **The Shares being offered have not been registered with the Securities and Exchange Commission (the "SEC") or certain state securities commissions, and neither the SEC nor any state commission with whom we have not registered the Shares has passed upon the accuracy or adequacy of the information we have provided to you.**

Although the Shares have been registered in the Commonwealth of Pennsylvania, the offer and sale of the Company's common stock pursuant to this offering have not been and will not be registered under the Securities Act of 1933, as amended, or the securities acts of certain other states by reason of specific exemptions from registration under such acts. Thus, prospective investors cannot necessarily rely upon a regulatory agency having reviewed the terms of the offering, including the nature and amount of compensation, disclosure of risk and the fairness of the terms of the offering. Accordingly, prospective investors must recognize that they do not necessarily have the same protection that would be afforded by registration under applicable federal and state law, and they must judge the adequacy of disclosure and fairness of the terms of the offering on their own, and without the benefit of such review by a regulatory agency in most cases.

- **As the Company raises capital in the future, your ownership interest in the Company will be diluted.**

Kish may need or choose to raise additional capital in the future through the issuance of capital securities, including shares of common stock. Additional issuances by Kish of its common stock may result in dilution to the ownership interests of Kish's current shareholders, including purchasers of Shares through the dividend reinvestment plan.

- **"Anti-takeover" provisions may keep shareholders from receiving a premium for their Shares.**

The Articles of Incorporation of the Company presently contain certain provisions which may be deemed to be "anti-takeover" in nature in that such provisions may deter, discourage or make more difficult the assumption of control of the Company by another corporation or person through a tender offer, merger, proxy contest or similar transaction or series of transactions. The overall effects of the "anti-takeover" provisions may be to discourage, make more costly or more difficult, or prevent a future takeover offer, thereby preventing shareholders from receiving a premium for their securities in a takeover offer. These provisions may also increase the possibility that a future bidder for control of the Company will be required to act through arms-length negotiation with the Company's Board of Directors**.**

- **As a participant in the Plan, your cash dividends will be reinvested in Kish common stock, but you will still be responsible for payment of taxes with respect to the dividends.**

While you are a participant in the plan, your cash dividend will be reinvested in Kish common stock. You will still be required to report, and pay taxes on, the amount of the dividend. However, you will not have available to you the cash dividend you would have otherwise received and, therefore, you will need to pay the taxes due from another source of funds.

- **A significant portion of our loan portfolio is secured by real estate, and events that negatively impact the real estate market could hurt our business.**

As of March 31, 2015, approximately 74.3% of our loans were secured by real estate. The real estate collateral in each case provides an alternate source of repayment in the event of default by the borrower and may deteriorate in value during the time the credit is extended. Management utilizes appraisal firms and reviews the work of such firms in order to arrive at well based conclusions regarding the value of real estate which serves as collateral. Deterioration in the Pennsylvania real estate market may cause us to adjust our opinion of the level of credit quality in our loan portfolio. Such a determination may lead to an increase in our provisions for loan losses, which could also adversely impact our business, financial condition, and results of operations.

- **Changes in interest rates may negatively affect our earnings and the value of our assets.**

Our earnings and cash flows depend substantially upon our net interest income. Net interest income is the difference between interest income earned on interest-earnings assets, such as loans and investment securities, and interest expense paid on interest-bearing liabilities, such as deposits and borrowed funds. Interest rates are sensitive to many factors that are beyond our control, including general economic conditions, competition and policies of various governmental and regulatory agencies and, in particular, the policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"). Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and investment securities and the amount of interest we pay on deposits and borrowings, but such changes could also affect: (1) our ability to originate loans and obtain deposits; (2) the fair value of our financial assets and liabilities, including our securities portfolio; and (3) the average duration of our interest-earning assets. This also includes the risk that interest-earning assets may be more responsive to changes in interest rates than interest-bearing liabilities, or vice versa (repricing risk), the risk that the individual interest rates or rates indices underlying various interest-earning assets and interest-bearing liabilities may not change in the same degree over a given time period (basis risk), and the risk of changing interest rate relationships across the spectrum of interest-earning asset and interest-bearing liability maturities (yield curve risk), including a prolonged flat or inverted yield curve environment. Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our financial condition and results of operations.

- **Our allowance for loan losses may not be adequate to cover actual future losses.**

We maintain an allowance for loan losses to cover probable and incurred loan losses. Every loan we make carries a certain risk of non-repayment, and we make various assumptions and judgments about the collectability of our loan portfolio including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. Through a periodic review and consideration of the loan portfolio, management determines the amount of the allowance for loan losses by considering general market conditions, credit quality of the loan portfolio, the collateral supporting the loans and performance of customers relative to their financial obligations with us. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, which may be beyond our control, and these losses may exceed current estimates. We cannot fully predict the amount or timing of losses or whether the loss allowance will be adequate in the future. If our assumptions prove to be incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, resulting in additions to the allowance. Excessive loan losses and significant additions to our allowance for loan losses could have a material adverse impact on our financial condition and results of operations.

- **We may be required to make further increases in our provisions for loan losses and to charge off additional loans in the future, which could materially adversely affect us.**

There is no precise method of predicting loan losses. We can give no assurance that our allowance for loan losses is or will be sufficient to absorb actual loan losses. We maintain an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense, that represents management's best estimate of probable incurred losses within the existing portfolio of loans. The level of the allowance reflects management's evaluation of, among other factors, the status of specific impaired loans, trends in historical loss experience, delinquency trends, credit concentrations and economic conditions within our market area. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and judgment and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require us to increase our allowance for loan losses. Increases in nonperforming loans have a significant impact on our allowance for loan losses.

In addition, bank regulatory agencies periodically review our allowance for loan losses and may require us to increase the provision for loan losses or to recognize further loan charge-offs, based on judgments that differ from those of management. If loan charge-offs in future periods exceed our allowance for loan losses, we will need to record additional provisions to increase our allowance for loan losses. Furthermore, growth in our loan portfolio would generally lead to an increase in the provision for loan losses. Generally, increases in our allowance for loan losses will result in a decrease in net income and stockholders' equity, and may have a material adverse effect on our financial condition, results of operations and cash flows. Material additions to our allowance could also materially decrease our net income.

- **Changes in economic and political conditions could adversely affect our earnings.**

Our success depends, to a certain extent, upon economic and political conditions, local and national, as well as governmental monetary policies. Conditions such as inflation, recession, unemployment, changes in interest rates, money supply and other factors beyond our control may adversely affect our asset quality, deposit levels and loan demand and, therefore, our earnings. Because we have a significant amount of real estate loans, decreases in real estate values could adversely affect the value of property used as collateral and our ability to sell the collateral upon foreclosure. Adverse changes in the economy may also have a negative effect on the ability of our borrowers to make timely repayments of their loans, which would have an adverse impact on our earnings. If during a period of reduced real estate values we are required to liquidate the collateral securing a loan to satisfy the debt or to increase our allowance for loan losses, it could materially reduce our profitability and adversely affect our financial condition. The substantial majority of our loans are to individuals and businesses in central Pennsylvania. Consequently, declines in the economy in central Pennsylvania could have a materially adverse effect on our financial condition and results of operations

- **We extend credit to a variety of customers based on internally established standards and judgment. We manage credit risk through a program of underwriting standards, the review of certain credit decisions and an on-going process of assessment of the quality of the credit already extended. Our credit standards and on-going process of credit assessment might not protect us from significant credit losses.**

We take credit risk by virtue of making loans, extending loan commitments and letters of credit and, to a lesser degree, purchasing non-governmental securities. Our exposure to credit risk is managed through the use of consistent underwriting standards that emphasize "in-market" lending while avoiding highly leveraged transactions as well as excessive industry and other concentrations. We employ risk management techniques to ensure that loans adhere to corporate policy and problem loans are promptly identified. While these procedures are designed to provide us with the information needed to implement policy adjustments where necessary, and to take proactive corrective actions, there can be no assurance that such measures will be effective in avoiding undue credit risk.

- **We face strong competition for customers, which could prevent us from obtaining customers and may cause us to pay higher interest rates to attract customers.**

The banking business is highly competitive, and we experience competition in our market from many other financial institutions. We compete with commercial banks, credit unions, savings and loan associations, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds, and other mutual funds, as well as other super-regional, national, and international financial institutions that operate offices in our primary market areas and elsewhere. We compete with these institutions both in attracting deposits and in making loans. In addition, we have to attract our customer base from other existing financial institutions and from new residents. Many of our competitors are well-established, larger financial institutions. These institutions offer some services, such as extensive and established branch networks, that we do not provide. There is a risk that we will not be able to compete successfully with other financial institutions in our market, and that we may have to pay higher interest rates to attract deposits, resulting in reduced profitability. In addition, competitors that are not depository institutions are generally not subject to the extensive regulations that apply to us.

- **We depend on our subsidiaries for dividends, distributions and other payments.**

As a bank holding company, we are a legal entity separate and distinct from our subsidiaries. Our principal source of funds to pay dividends on our common shares is dividends from these subsidiaries. In the event our subsidiaries become unable to pay dividends to us, we may not be able to pay dividends on our common shares. Accordingly, our inability to receive dividends from our subsidiaries could also have a material adverse effect on our business, financial condition and results of operations.

Federal and state statutory provisions and regulations limit the amount of dividends that our banking and other subsidiaries may pay to us without regulatory approval. Our banking subsidiaries generally may not, without prior regulatory approval, pay a dividend in an amount greater than their undivided profits.

- **We may not be able to attract and retain skilled people.**

Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in most activities in which we engage can be intense, and we may not be able to retain or hire the people we want or need. In order to attract and retain qualified employees, we must compensate our employees at market levels. If we are unable to continue to attract and retain qualified employees, or do so at rates necessary to maintain our competitive position, our performance, including our competitive position, could suffer, and, in turn, adversely affect our business, financial condition and results of operations.

- **The soundness of other financial institutions could adversely affect us.**

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial industry. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral that we hold cannot be realized upon or is liquidated at prices insufficient to recover the full amount of the loan. We cannot assure you that any such losses would not materially and adversely affect our business, financial condition or results of operations.

- **If we were to grow in the future, we may need to raise additional capital, but that capital may not be available when it is needed.**

We are required by regulatory authorities to maintain adequate levels of capital to support our operations. If we grow in the future, we may need to raise additional capital. Our ability to raise additional capital, if needed, will depend in part on conditions in the capital markets at that time, which are outside our control. Accordingly, we cannot assure you of our ability to raise additional capital, if needed, on terms acceptable to us. If we cannot raise additional capital on acceptable terms when needed, our ability to expand our operations through internal growth and acquisitions could be materially impaired. In addition, if we decide to raise additional capital, your interest could be diluted.

- **We may face risks with respect to expansion through acquisitions or mergers.**

From time to time we may seek to acquire other financial institutions or parts of those institutions. We may also expand into new markets or lines of business or offer new products or services. These activities would involve a number of risks, including:

- the potential inaccuracy of the estimates and judgments used to evaluate credit, operations, management, and market risks with respect to a target institution;

- the time and costs of evaluating new markets, hiring or retaining experienced local management, and opening new offices and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion;

- the incurrence and possible impairment of goodwill associated with an acquisition and possible adverse effects on our results of operations; and

- the risk of loss of key employees and customers.

We may incur substantial costs to expand, and such expansion may not result in the levels of profits we seek. Integration efforts for any future mergers and acquisitions may not be successful and following any future merger or acquisition, after giving it effect, we may not achieve our expected benefits of the acquisition within the desired time frame, if at all.

- **Impairment of investment securities, goodwill, other intangible assets, or deferred tax assets could require charges to earnings, which could result in a negative impact on our results of operations.**

In assessing the impairment of investment securities, we consider the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuers, whether the market decline was affected by macroeconomic conditions and whether we have the intent to sell the debt security or will be required to sell the debt security before its anticipated recovery. Under current accounting standards, goodwill and certain other intangible assets with indeterminate lives are no longer amortized but, instead, are assessed for impairment periodically or when impairment indicators are present. Assessment of goodwill and such other intangible assets could result in circumstances where the applicable intangible asset is deemed to be impaired for accounting purposes. Under such circumstances, the intangible asset's impairment would be reflected as a charge to earnings in the period. Deferred tax assets are only recognized to the extent it is more likely than not they will be realized. Should our management determine it is not more likely than not that the deferred tax assets will be realized, a valuation allowance with a change to earnings would be reflected in the period.

- **We operate through our subsidiaries and, as a result, the interests of our securities holders will effectively be subordinated to the liabilities of our subsidiaries.**

Because we operate primarily through our subsidiaries and our primary assets are our equity interests in those subsidiaries, our obligations, including the debt securities, are effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries. The Bank's outstanding liabilities, which are set in our annual and quarterly reports (copies of which have been made available to you), effectively rank and would rank senior to our current and future debt securities. Our subsidiaries may incur further indebtedness in the future. The debt securities are exclusively our obligations. Our subsidiaries have no obligation to pay any amounts due on the debt securities and they are not required to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. In addition, any payment of dividends, distributions, loans or advances by our subsidiaries to us could be subject to regulatory, statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon such subsidiaries' earnings and business considerations.

- **We may incur additional indebtedness that may adversely affect our ability to meet our financial obligations under our debt securities.**

The terms of the debt securities do not limit the incurrence by us or our subsidiaries of indebtedness. We may incur additional indebtedness in the future, which could have important consequences to holders of **the debt securities. For example, we may have insufficient cash to meet our financial obligations,** including our obligations under the debt securities. Furthermore, our ability to obtain additional financing for working capital, capital expenditures or general corporate purposes could be impaired. Additional debt could make us more vulnerable to changes in general economic conditions and also could affect the financial strength ratings of the Bank and the ratings of our debt securities.

- **An investment in our securities is not an insured deposit.**

Our securities are not bank deposits and, therefore, are not insured against loss by the FDIC, any other deposit insurance fund or by any other public or private entity. Investment in our securities is inherently risky and is subject to the same market forces that affect the price of securities in any company. As a result, if you acquire our securities, you may lose some or all of your investment.

- **Bank Secrecy Act and related laws and regulations elevate our accountability for reporting**.

These laws and regulations have significant implications for all financial institutions. They increase due diligence requirements and reporting obligations for financial institutions, create new crimes and penalties, and require the federal banking agencies, in reviewing merger and other acquisition transactions, to consider the effectiveness of the parties to such transactions in combating money laundering activities. Even innocent noncompliance and inconsequential failure to follow the regulations could result in significant fines or other penalties, which could have a material adverse impact on the Corporation's financial condition, results of operations or liquidity.

- **We may be subject to a breach of information security or other technological difficulty that could disrupt our business.**

The Corporation relies on software, communication, and information exchange on a variety of computing platforms and networks and over the Internet. Despite numerous safeguards, the Corporation cannot be certain that all of its systems are entirely free from vulnerability to attack or other technological difficulties or failures. The Corporation relies on the services of a variety of vendors to meet its data processing and communication needs. If information security is breached or other technology difficulties or failures occur, information may be lost or misappropriated, services and operations may be interrupted and the Corporation could be exposed to claims from customers. Any of these results could have a material adverse effect on the Corporation's financial condition, results of operations or liquidity.

- **We operate in a limited geographic region and therefore lack geographic diversity.**

The Corporation grants commercial, residential and personal loans to customers primarily in the Pennsylvania counties of Mifflin, Centre, and Huntingdon. Although the Corporation has a diversified loan portfolio, a significant portion of its debtors' ability to honor their contracts is dependent on the local economic conditions within the region.

- **We are subject to government regulation and monetary policy over which we have no control.**

The Corporation and the banking industry are subject to extensive regulation and supervision under federal and state laws and regulations. The requirements and limitations imposed by such laws and regulations limit the manner in which the Corporation conducts its business, undertakes new investments and activities and obtains financing. These regulations are designed primarily for the protection of the deposit insurance funds and consumers and not to benefit the Corporation's shareholders. Financial institution regulation has been the subject of significant legislation in recent years and may be the subject of further significant legislation in the future, none of which is within the control of the Corporation. Significant new laws or changes in, or repeals of, existing laws could have a material adverse effect on the Corporation's financial condition, results of operations or liquidity.

USE OF PROCEEDS

This offering is limited, in any 12 month period, to an aggregate investment by all Participants of $1.0 million. To the extent that we sell original issue or treasury Shares under the Plan, and not Shares purchased from others, we will receive the proceeds. We do not know the number of Shares that we will ultimately sell under the Plan, the prices at which we will sell them, or the amount of the proceeds that we will receive.

We intend to add any proceeds that we receive to our general funds to be used for our general corporate purposes and to supplement our capital for regulatory and accounting purposes. Uses of such capital could include:

- Supplementing Kish's working capital needs;
- Possible additional investments in Kish's direct and indirect subsidiaries;
- Possible acquisitions of other financial institutions or their assets;
- Possible acquisitions of, or investments in, other

  businesses of a type eligible for our banking industry; and
- Possible reduction in outstanding indebtedness.

We may temporarily invest the proceeds in investment-grade securities. We have no specific plans for any proceeds. Our principal purpose in making the offering is to provide our shareholders with a convenient and automatic way to increase their ownership of Kish common stock.

From time to time, Kish may engage in additional capital financings of a character and in amounts to be determined by Kish in light of its needs at that time or times and in light of prevailing market conditions.

DESCRIPTION OF THE PLAN

The Plan promotes long-term ownership in Kish by offering shareholders a simple, cost effective method for purchasing Shares directly from Kish, both through the reinvestment of dividends paid on Shares and through the opportunity to purchase additional Shares by making optional cash investments. Below, we have outlined additional information about the Plan in a question and answer format.

What is the Plan?

The Plan gives the owners of Kish common stock the opportunity to:

- automatically reinvest the cash dividends on some or all of their Shares of Kish common stock in additional Shares; and

- purchase Shares through the Plan's optional cash payment feature.

Who is eligible to participate in the Plan?

As a result of Kish's reliance on various federal and state exemptions from registration, only holders of Kish common stock who represent and warrant that they are purchasing Shares for purposes of investment and not with a view towards resale are eligible to participate in the Plan. As a result of various securities laws, Kish may, from time to time, restrict residents of certain states from participating in the Plan, in its discretion.

What are the advantages of the Plan?

If you participate in the Plan, you will purchase Shares with the cash dividends on some or all of your Kish common stock. Along with automatic dividend reinvestment, the Plan affords you an easy way to purchase additional Shares, up to specified limits, with optional cash payments.

In general, there is no fee for enrolling in or reinvesting dividends through the Plan, and no brokerage fees are charged with respect to the purchase of Shares through the Plan for your account. In addition, regular investment in Kish common stock over a period of time will effectively lower your overall cost of Shares over time through dollar cost averaging. Dollar cost averaging is a timing strategy of investing equal dollar amounts regularly and periodically over specific time periods in a particular investment. By doing so, more Shares are purchased when prices are low and fewer Shares are purchased when prices are high. The point of this strategy is to lower the total average cost per share of the investment, giving the investor a lower overall cost for the Shares purchased over time.

The Plan Administrator holds all Shares in Plan accounts, free of charge.

Who is the Plan Administrator and what does the Plan Administrator do?

Kish has appointed the Bank as the Plan Administrator. We may choose a new administrator of the Plan at any time.

If you wish to contact the Plan Administrator, you can do so through the following:

Telephone. You can telephone shareholder customer service toll-free at: 866-959-4500.

In Writing. You can write to the Plan Administrator at the following address:

Kish Bank
4255 East Main Street
PO Box 917
Belleville, PA 17004

Internet. When and if permitted by the Plan Administrator, you can enroll, obtain information and perform certain transactions on your account online via www.kishbank.com.

How do I contact the Plan Administrator?

You may contact the Plan Administrator via telephone, in writing, or, if permitted by the Plan Administrator, by internet using the above-described methods.

How do I enroll in the Plan if my Shares are registered in my name?

If you hold shares registered in your name, you may enroll in the Plan by completing, signing and returning a Dividend Reinvestment and Stock Purchase Authorization Form to the Plan Administrator. The Plan Administrator will send you a Dividend Reinvestment and Stock Purchase Authorization Form upon request. You may, when and if permitted by the Plan Administrator, also enroll in the Plan online.

How do I participate in the plan if my Shares are held in "street name"?

If you do not hold Shares registered in your name but instead hold them through a broker, bank or other nominee, you must arrange with the record holder to participate in the Plan on your behalf.

What are the fees associated with participation in the Plan?

In general, there is no fee for enrolling in or reinvesting dividends through the Plan. The Plan Administrator may assess a fee in its discretion where warranted by the circumstances.

What are my dividend reinvestment options?

On each date that Kish pays cash dividends (usually, quarterly), Kish will pay to the Plan Administrator the total amount of dividends payable on all Shares enrolled in the Plan, including Shares held in Plan accounts. The Plan Administrator will use this cash, along with any optional cash payments received by the Plan Administrator at least four (4) business days prior to the dividend payment date, to buy whole Shares for the accounts of Plan participants. Participants may only purchase whole shares. Fractional shares will be allocated to Plan Participant's accounts in connection with the Plan at the discretion of the Plan Administrator. Generally, funds remaining following the purchase of whole Shares will be retained by Kish on the Participant's behalf and applied to the purchase of whole Shares at the next available opportunity under the Plan. All such funds shall be held without interest.

Kish decides whether the Plan's administrator will buy Shares from Kish, from others, or in a combination of these methods. Subject to regulatory constraints, Kish decides this each time Shares are purchased for your Plan account.

Plan participants are also permitted to make optional cash payments. The Plan Administrator will apply these cash payments toward the purchase of whole shares of Kish common stock for the account of the Plan Participant. Generally, the Administrator will not purchase fractional shares of common stock for Plan Participants who make optional cash payments unless the Administrator in its discretion permits fractional shares. Funds remaining following the purchase of whole Shares will be retained by Kish on the Participant's behalf and applied to the purchase of whole Shares at the next available opportunity under the Plan. All such funds shall be held without interest.

You will receive an optional cash payment form attached to each statement of account you receive. To make an optional cash payment, detach the form from your account statement, fill it out, and include your check, made payable to Kishacoquillas Valley National Bank of Belleville in the desired amount. Mail the properly completed check and form to the Plan's administrator at the address set forth above. Please include your Plan account number on any check, and in any other correspondence relating to the Plan. Do not send cash. You can invest a minimum of $500.00 at any one time, up to $25,000.00 in the aggregate per calendar year.

The Plan Administrator must receive an optional cash payment at least four (4) business days before the end of the quarter. Otherwise, the Plan Administrator will invest the optional cash payment in the following quarter. No interest will be paid on any optional cash payments held pending investment by the Plan Administrator. Therefore, Plan participants are encouraged to send their optional cash payments so that they arrive at the Plan Administrator as close to, but no later than, four (4) business days before the end of the quarter.

If you wish, you can send an optional cash payment with your Dividend Reinvestment and Stock Purchase Authorization Form when you enroll in the Plan. Simply complete the "Optional Cash Payment" section of the Dividend Reinvestment and Stock Purchase Authorization Form and include your check, made payable to Kish Bank, in the desired amount.

If permitted by the Plan Administrator, you can also authorize automatic deductions from your bank account. This feature enables you to make an individual investment, or to make ongoing quarterly investments, without needing to write a check. When and if permitted by the Plan Administrator, this feature will be available online through www.kishbank.com.

If any check is returned to the Plan Administrator for insufficient funds or for any other reason, or if any automatic debit is rejected, the Plan Administrator will consider the optional cash payment request null and void, and will immediately remove from the participant's account any Shares that were purchased based on that check or debit. The Plan Administrator will also be entitled to sell these Shares to satisfy any uncollected amounts, including any service charge for the returned or rejected item. If the net proceeds of the sale of these Shares are insufficient to satisfy these uncollected amounts, the Plan Administrator can sell additional Shares from the participant's account to satisfy the uncollected balance.

What is the purchase price for shares purchased through the Plan?

The purchase price of Shares under the Plan will be the weighted average of the price of Shares purchased in the open market or in negotiated transactions by the Plan Administrator and the price of Shares purchased by the Plan Administrator from Kish. The price of Shares purchased from Kish will be the fair market value of the Shares on the purchase date, which is determined by averaging the daily bid and asked prices for Kish's common stock during the thirty days upon which trades actually occurred and which immediately precede the purchase date, as reported by the market maker in the Shares selected by the Plan Administrator. Kish will bear the cost of all brokerage fees and commissions on purchases under the Plan. The referenced thirty-day period is subject to adjustment by Kish.

When are dividends paid and when are the record dates for dividend payments?

Kish generally declares dividends on the first day of the first month of each quarter and pays dividends (via a check sent through the U.S. Postal Service) on the last day of the first month of each quarter. The record date for dividends is the same day as the declaration date.

When will my dividend reinvestment begin?

Your dividend reinvestment will begin when the Plan Administrator receives your completed Dividend Reinvestment and Stock Purchase Authorization Form or (if permitted by the Plan Administrator) completed online enrollment, or after completion of other arrangements satisfactory to Kish and the Plan Administrator.

May I enroll, view my account information and execute transactions online?

At present, account information is available only on paper statements sent to you by the Plan Administrator, and transactions may only be executed through the use of hard copy forms and correspondence. You will be able to view information and conduct transactions online when and if permitted by the Plan Administrator.

Will I receive share certificates for my Plan Shares?

No. Certificates will not be issued to a participant for the Shares held in his or her own account. The Plan Administrator holds all Shares in Plan accounts in book entry form.

How do I discontinue participation in the Plan?

The Plan may be discontinued by either the participant or Kish. A participant may terminate his or her participation in the Plan at any time by giving written notice of termination, or other notice of termination as permitted by the Administrator. Dividends corresponding to a record date occurring after the Administrator receives such notice shall be sent directly to the former participant.

Kish reserves the right to terminate a participant's participation in the Plan at any time, in its sole discretion. In such case, the Administrator, at the direction of Kish, will give written notice of termination to the participant.

Promptly after termination of a participant's account, the Administrator shall, as its option, send the participant either a statement indicating the participant's ownership in book-entry form of the whole Shares in such participant's account or a certificate issued by Kish for such whole Shares, in such participant's account. Upon your withdrawal, you may instruct the Plan's administrator to issue a certificate for whole Plan Shares.

Notification to withdraw from and terminate participation in the Plan must be received by the Plan's administrator prior to the next dividend record date; otherwise, the next dividend payable to you will be reinvested under the Plan, and your withdrawal from the Plan will be effective thereafter. After your withdrawal, we will pay you directly any cash dividends corresponding to a record date after the date of your withdrawal.

If you are not a registered shareholder but are a Plan participant through arrangements made for you by a record holder, you should contact the record holder to withdraw from the Plan.

After withdrawing from the Plan, you may re-enter the Plan at any time by submitting to the Plan Administrator a new Dividend Reinvestment and Stock Purchase Authorization Form or, when and if permitted by the Plan Administrator, by enrolling online at www.kishbank.com; provided you are still a stock holder of Kish.

May I transfer and/or sell my Shares held in the Plan?

Yes. You may transfer ownership of all or part of the Shares held in your Plan account, as a gift, private sale or otherwise. The transfer must be in compliance with any applicable laws, including securities laws that may require registration of, or an exemption from registration for, Shares you desire to transfer.

You may sell your Shares through a broker of your choice by requesting the Plan Administrator to have paper certificates for the Shares transferred to your broker prior to such sale. If you are not a registered shareholder but are a Plan participant through arrangements made for you by a record holder, you should contact the record holder to sell any Shares purchased on your behalf.

How will my Shares held by the Plan Administrator be voted at meetings?

The Administrator shall forward proxies to participants (excluding persons who also hold Shares of record or who are participating through arrangements made by record holders on their behalf, all of whom will receive proxies through other means) for Shares held under the Plan and will vote any Shares that it holds for such a participant's account in accordance with the participant's instructions. If such a participant does not give proxy instructions, such Shares will not be voted.

Who interprets the Plan and what law governs the Plan?

The Plan is interpreted by Kish and the Administrator. Pennsylvania law and federal and state securities laws govern the Plan.

Is the Plan subject to amendment or termination?

Yes. Kish reserves the right to alter the terms and conditions of the Plan or to terminate the Plan at any time after providing written notice of the amendment or termination to each participant.

Is the Administrator or Kish liable for any acts performed under the Plan?

Neither the Administrator nor Kish will be liable under the Plan for any act performed by it in good faith or for any good faith omission to act, including without limitation any claims of liability:

(a) arising out of failure to terminate the participant's account upon the participant's death or judicially determined incapacity prior to receipt of notice in writing of such death or incapacity, or

(b) with respect to the prices at which Shares are purchased for or sold from a participant's account, the times such purchases or sales are made, and the parties from whom such Shares are purchased or to whom such Shares are sold.

U.S. FEDERAL INCOME TAX CONSIDERATIONS

You are responsible for any taxes that may be payable on dividends, whether they are reinvested under the Plan or paid in cash. Additionally, your pro-rata portion of any brokerage commissions and service fees paid by us to purchase your Shares on the open market and any purchase discounts received by you will be treated as taxable income to you.

When the Plan Administrator buys Shares with reinvested dividends for Plan accounts in the open market or in privately negotiated transactions, each participant is deemed, for federal income tax purposes, to receive a dividend equal to the total amount of cash used to purchase Shares on that participant's behalf, including any trading expense paid by Kish.

A participant will not recognize any taxable income when certificates are issued to the participant for Shares credited to the participant's Plan account, regardless of whether the certificates are issued upon the participant's request or withdrawal from the Plan, or upon termination of the Plan.

Information returns will be sent to each participant and to the Internal Revenue Service that include the amount of dividends paid to a participant's Plan account, including purchase discounts and your pro-rata portion of any brokerage commissions and service fees paid by us in connection with the acquisition of your Shares on the open market.(i.e., Form 1099-DIV), as well as any proceeds a participant received from sales of Shares from his or her Plan account (i.e., Form 1099-B), during each year.

The preceding only contains a brief discussion of Kish's understanding of some of the applicable federal income tax provisions related to the Plan. The discussion is general in nature and does not purport to cover every situation. Moreover, it does not include a discussion of state and local income tax consequences of participation in the Plan. For specific information on the tax consequences of participation in the Plan, including any future changes in applicable law or interpretation thereof, participants should consult their own tax advisors.

You will realize a gain or loss whenever you sell Shares purchased under the Plan. The amount of gain or loss will be the difference between the amount you receive for your whole Shares and your tax basis for the Shares. The tax basis of a share acquired directly from Kish will equal its "fair market value," as defined for federal income tax purposes, on the date we pay the dividend or the date the Plan Administrator buys Shares with optional cash payments. The tax basis of a share acquired in the open market or in privately negotiated transactions will equal its purchase price plus any trading expense paid by Kish.

When the Plan Administrator buys Shares only from Kish, the holding period for Shares acquired will begin on the next day after the day we pay the dividend or on the next day after the day the Plan Administrator buys Shares with optional cash payments.

When the Plan Administrator buys any Shares in the open market or in privately negotiated transactions, the holding period for the Shares acquired will begin on the next day after the day when the Plan Administrator allocates Shares to participants' accounts.

The foregoing summarizes the Federal income tax consequences of the Plan and does not include a discussion of state or local tax consequences of the Plan. It does not address the particular circumstances of individual participants. You should consult your own tax advisor for further information on the Federal, state and local income tax consequences of participation in the Plan.

DESCRIPTION OF COMMON STOCK

Kish currently is authorized to issue 4,000,000 shares of common stock, par value $0.50 per share and 500,000 shares of preferred stock, 0.50 par value per share. Currently, in Pennsylvania, 10,000 shares are eligible for participation under the Plan. Shares held by residents of other states may be eligible to participate in the Plan. Prospective participants residing in states other than Pennsylvania should contact the Plan Administrator for information regarding eligibility.

Each Share is entitled to share pro rata in dividends and distributions, if any, with respect to the common stock when, as and if declared by the Board of Directors from funds legally available for such purpose. No holder of any Shares has any preemptive rights to subscribe for any securities of Kish. Upon liquidation, dissolution or winding up of Kish, each share of the common stock is entitled to share ratably in the amount available for distribution to holders of common stock. All shares of common stock presently outstanding are fully paid and nonassessable.

Each shareholder of Kish is entitled to one vote for each share of common stock held. There is no right to cumulate votes for the election of directors.

There can be no assurances as to the declaration or payment of dividends, and nothing contained in the Plan obligates Kish to declare or pay any dividends. The Plan does not represent a change in Kish's dividend policy or a guarantee of future dividends, which will continue to be determined by the board of directors based upon Kish's earnings, financial condition and other factors.

INFORMATION ABOUT THE COMPANY

Generally

Kish Bancorp, Inc. is a diversified financial services corporation incorporated on August 29, 1986 and headquartered in Belleville, PA. The Bank, a subsidiary of Kish Bancorp, Inc., operates thirteen offices in Centre, Huntingdon and Mifflin Counties. Kish is regulated by the Board of Governors of the Federal Reserve. As a result, Kish is required to file an Annual Report of Bank Holding Companies with the Federal Reserve. A copy of Kish's most recent Annual Report of Bank Holding Companies can be found on Kish Bancorp's website at**www.kishbank.com/investor-relations**. Kish's lines of business include the Bank, Kish Insurance, Kish Financial Solutions, and Kish Travel. Kish Agency, doing business as Kish Insurance, is a full-service, independent insurance agency providing property and casualty insurance products. As a wholly-owned subsidiary of the Bank and a member of the Insurance Agents and Brokers Association, Kish Insurance provides personal and commercial insurance protection to customers in Central Pennsylvania. Kish Financial Solutions is the investment services division of Kish Bancorp. Through a team of licensed investment professionals, Kish Financial Solutions offers complete financial services for individuals, families, and businesses. Kish Travel is a full-service travel agency located in the Kish Bank Financial Centers in Lewistown, Huntingdon, and State College, Pennsylvania.

Results of Operations

The Company's most recent and historical annual audited and quarterly management-prepared results of operations are available, without charge, on the internet at **www.kishbank.com/investor-relations** under the tab "Financial Documents" in the right hand column. The Company's most recent annual report at the time of access of the above website, and all quarterly reports since the date of that annual report, are incorporated herein by reference.

Management

Senior Executives and Board of Directors.

Senior Executives

William P. Hayes
Chairman, President and CEO
William P. Hayes is the Chairman of the Board, President and CEO of Kish Bank and its parent company, Kish Bancorp, Inc.; he has been with Kish Bank since 1977.
An alumnus of Lafayette College in Easton, Pennsylvania, Mr. Hayes is also a graduate of the Pennsylvania Bankers Association's Advanced School of Banking at Bucknell University, the Stonier Graduate School of Banking, and the ABA-Kellogg CEO Graduate Management Program.
Mr. Hayes is Co-Chair of the Banker Advocacy & Grassroots Committee of the American Bankers Association, which is comprised of 100 bankers and state association executives from all 50 states. He is active in various leadership capacities with the American Bankers Association (ABA), including the ABA Government Relations Council's Administrative Committee and the Board of the Financial Education and Advocacy Initiative. He is past Chairman of the Pennsylvania Bankers Association (PBA) and currently serves as Chair of PBA's Contact Bankers Committee. Mr. Hayes is also a member of the Board of Trustees of Juniata College and the Mifflin County Industrial Development Corporation Board.
A native of Belleville, Mr. Hayes served four years of active duty with the U.S. Coast Guard.

Sangeeta Kishore
Chief Financial Officer, Treasurer, and Assistant Secretary
Sangeeta Kishore joined Kish in 2011 and serves as Senior Executive Vice President, Chief Financial Officer and Senior Risk Officer. Ms. Kishore brings a wealth of banking experience to the Kish Bank senior management team. Most recently, she was CFO of Hanover Community Bank in Garden City Park, New York. She has also served in senior finance positions at United Central Bank in Dallas and Mutual Bank in Chicago.

Ms. Kishore earned her MBA from the University of Chicago Booth School of Business, after earning previous degrees from Lucknow University and the Birla Institute of Technology in India.
She is a member of the Pennsylvania Bankers Association's Grassroots Advocacy Committee and also serves on the American Bankers Association's Community and Economic Development Committee.

Robert S. McMinn
General Counsel and Assistant Secretary
Robert S. McMinn serves as Executive Vice President and General Counsel. Mr. McMinn serves as General Counsel for the Corporation and its subsidiaries. Prior to joining Kish in 2003, he served as a Director of Kish Bancorp, Inc. and of the Bank, beginning in 1998. He was previously a partner in the Huntingdon law firm of Bierbach, McDowell, McMinn & Zanic.
Mr. McMinn earned his J.D. degree, conferred Magna Cum Laude, from the University of Pittsburgh School Of Law where he was a member of the Law Review and elected to the Order of the Coif. Mr. McMinn received his undergraduate degree from Juniata College in Huntingdon, PA. He is also a graduate of the Stonier Graduate School of Banking.
He is a member of the Huntingdon Rotary Club and Member of the Board of Directors of Huntingdon Area Habitat for Humanity.

James L. Shilling, Jr.
Assistant Secretary
James L. Shilling, Jr. joined Kish in 1991 and serves as the Executive Vice President and Senior Lending Officer.
Mr. Shilling earned a Bachelor of Science degree in Economics from Penn State University. He also graduated from the National Commercial Lending Graduate School at the University of Oklahoma, the Pennsylvania Bankers Association's Advanced School of Banking at Bucknell University, and the Commercial Lending School at the University of Virginia Darden School of Business.
Active in the community, Mr. Shilling is a member of the SEDA-Council of Governments Board and is the Treasurer of the SEDA Foundation, Inc. He serves on the Community Advisory Board for Geisinger-Lewistown Hospital, is a Board member of Downtown Lewistown, Inc., and is active in Rotary Club.

Board of Directors

William P. Hayes
Chairman
William P. Hayes is the Chairman of the Board, President and CEO of Kish Bank and its parent company, Kish Bancorp, Inc.; he has been with Kish Bank since 1977.
An alumnus of Lafayette College in Easton, Pennsylvania, Mr. Hayes is also a graduate of the Pennsylvania Bankers Association's Advanced School of Banking at Bucknell University, the Stonier Graduate School of Banking, and the ABA-Kellogg CEO Graduate Management Program.

James J. Lakso
Vice Chairman
James L. Lakso is a former provost of Juniata College in Huntingdon, serving in that position from 1998 to 2013. He joined the Juniata faculty in 1970 as an instructor and was promoted to full professor in 1981.
Dr. Lakso earned a bachelor's degree in economics from Wittenberg University, and a master's degree and Ph.D. in economics from the University of Maryland. He is a member of the American Economic Association and Alpha Tau Omega.

William L. Dancy
Secretary
William L. Dancy is the former President and Owner of J.M. Young & Sons, Inc., a construction and roofing contractor, of Belleville. Following his retirement from J.M. Young & Sons, he has focused attention on managing his personal investments.
Mr. Dancy attended Northern Virginia Community College, Columbia Technical Institute, and Penn State.

Spyros A. Degleris
Spyros A. Degleris is a native of State College who spent twenty years on Wall Street as a fixed income portfolio manager. He concluded his career there in 2006 as Executive Director of Rabobank Nederland, where he managed over $9.5 billion in assets. Prior to that, he was a fixed income trader at M&T Bank in New York.
An active supporter of the local community, Mr. Degleris serves as Chairman of the Board of Easter Seals of Central Pennsylvania. He also serves on the boards of the Bob Perks Cancer Assistance Fund and the Nittany Track and Field Club.

Edward A. Friedman
Edward A. Friedman is the founder of the Friedman Real Estate Group, a company that specializes in residential and commercial development. Located in State College, the firm began in 1978 and currently owns and manages a wide variety of properties throughout the region.
Mr. Friedman received a Bachelor of Science Degree in Business Administration from Ohio State University; a Master of Business Administration Degree from San Francisco State University; a master's degree in Hotel, Restaurant, and Institutional Management from Penn State; and is an honors graduate of the University of San Francisco School of Law.

Paul G. Howes
Paul G. Howes is a senior executive in the pharmaceuticals and life sciences industry. He recently retired as President and CEO of Inotek, a pharmaceutical research and sales company. He brings a wealth of knowledge and experience in corporate management, strategy, sales and marketing. Previously, Mr. Howes had served as President of the America Region of Bausch & Lomb. He also spent sixteen years in various senior executive capacities at Merck & Co. and prior to that he worked at Price Waterhouse Canada.
He is a graduate of Harvard University and earned his MBA from York University in Toronto, Canada. He is a member of the Canadian Institute of Chartered Accountants and currently serves on the Board of Prevent Blindness America.

William S. Lake
William S. Lake is the owner of the Lake Ford and Lincoln and the Lake Chevrolet dealerships in Lewistown.
Mr. Lake is a member of Executive and Property committees of the Mifflin County Industrial Development Corporation Board, the PA Automobile Association, and Lewistown Rotary Club. He earned a B.S. in Business Administration and Accounting from Juniata College.

Phyllis L. Palm
Phyllis L. Palm is a retired Registered Professional Nurse and Certified Nurse Administrator, most recently with Lewistown Hospital, where she retired as Senior Vice President of Patient Services.
Mrs. Palm attended the Lewistown Hospital School of Nursing and earned a B.S. in Education from Penn State.

Paul H. Silvis
Paul H. Silvis is a former Head Coach, Inventor, and Founder of Restek Corporation, which he founded in 1985 to manufacture high quality chromatography products. He currently is Head Coach and Founder of SilcoTek Corporation in Bellefonte. SilcoTek applies a Chemical Vapor Deposition to metal and glass parts to enhance the material's physical properties, thereby creating a surface similar to an ultra-high temperature Teflon.
Mr. Silvis received a Bachelor of Science in Chemistry/Life Science from the University of Pittsburgh and graduated from the Penn State Smeal Executive MBA program in 2006. He is a member of the Penn State Board of Trustees, and currently serves as Chair of its Outreach Committee. He is Vice Chair of the Patton Township Planning Commission and the Centre Community Foundation, and is President of the Central PA July 4th, Inc.

Other Information

In addition to the information referenced elsewhere in this document, information concerning recent events at the Company can be obtained on the Internet at the following website: on the internet at **www.kishbank.com/investor-relations** by selecting "News & Market Data" from the right hand column of the website, which information is incorporated herein by reference.

Withdrawal of Acceptance

If you have accepted an offer to purchase these securities made pursuant to an Offering Document which contains a written notice explaining your right to withdraw your acceptance pursuant to section 207(m) of the Pennsylvania Securities Act of 1972, you may elect, within two business days after the first time you have received this notice and an Offering Document (which is not materially different from the final Offering Document) to withdraw from your purchase agreement and receive a full refund of all moneys paid by you. Your withdrawal will be without any further liability to any person. To accomplish this withdrawal, you need only send a written notice (including a notice by facsimile or electronic mail) to the issuer (or underwriter if one is listed on the front page of the Offering Document) indicating your intention to withdraw.

Legal Proceedings

There are no pending material legal proceedings other than ordinary routine litigation incidental to Kish's business, to which Kish or any of its significant subsidiaries is a party or of which any of Kish's property is the subject, including any such proceedings known to be threatened or contemplated by governmental authorities.

WHERE YOU CAN FIND MORE INFORMATION

You can obtain more information by visiting the website **www.kishbank.com/investor-relations**, and any information provided on our website, including a more complete discussion of the risk factors and biographical information regarding Kish's officers and directors, can be obtained in paper format by writing or calling**:**

Kish Bank
4255 East Main Street
PO Box 917
Belleville, PA 17004
Telephone: (814) 861-4747
E-Mail: contactus@kishbank.com

Dividend Reinvestment and Stock Purchase Authorization Form

Date:____________________
Social Security Number/Taxpayer Identification Number ____________________

Names of all Registered Owners:

____________________________________ ____

Return to: Kish Bank, Plan Administrator
____
____
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I hereby appoint Kish Bank (the "Administrator") as my administrator under the terms and conditions of the Dividend Reinvestment and Stock Purchase Plan for Kish Bancorp, Inc. ("**Kish**"), which are incorporated herein by reference. I represent and warrant that my purchase of shares of Kish common stock (the "Shares") pursuant to the Plan is for purposes of investment and not with a view towards resale. I further understand that I may not transfer the Shares unless I register or comply with an exemption from registration under federal and state securities laws with respect to such a transaction. I understand that Shares acquired through the Plan will bear a restrictive transfer legend in accordance with the foregoing.

Please enroll my account as follows:
(Place an "X" in the box, using black or blue ink.)

1. ☐ **Full Dividend Reinvestment --** Reinvest any dividends that may become payable to me on all Common Stock now or hereafter registered to me and any voluntary cash payments I may choose to send.

☐ **Partial Dividend Reinvestment -** Reinvest any dividends that may become payable to me on the following Shares and any voluntary cash payments I may choose to send.

Number of Shares: ______________

2. ☐ **Optional Cash Payment -** Reinvest dividends as described above and the Optional Cash Payment of a minimum of $500.00 at any one time, up to $25,000.00 in the aggregate per calendar year.

$

Signature of all registered owners:

____________________________________ ____
(In case of joint owners, each joint owner should sign.) **(Please sign exactly as your name appears.)**

INSTRUCTIONS

Please check only one of the boxes in item 1 above. If you do not check any box for item 1, FULL DIVIDEND REINVESTMENT will be assumed. In addition, please complete Box 3 if you are submitting Optional Cash upon enrollment.

You may change or revoke this authorization at any time by notifying the Administrator, in writing, of your desire to change or terminate your participation.

Reminder: This authorization form must be signed above.

Withdrawal of Acceptance

If you have accepted an offer to purchase these securities made pursuant to an Offering Document which contains a written notice explaining your right to withdraw your acceptance pursuant to section 207(m) of the Pennsylvania Securities Act of 1972, you may elect, within two business days after the first time you have received this notice and an Offering Document (which is not materially different from the final Offering Document) to withdraw from your purchase agreement and receive a full refund of all moneys paid by you. Your withdrawal will be without any further liability to any person. To accomplish this withdrawal, you need only send a written notice (including a notice by facsimile or electronic mail) to the issuer (or underwriter if one is listed on the front page of the Offering Document) indicating your intention to withdraw.

DO NOT RETURN THIS FORM UNLESS YOU INTEND TO PARTICIPATE SINCE THIS FORM AUTHORIZES THE ENROLLMENT OF YOUR SHARES IN THE DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN.