



April 11, 2023

Dear Fellow Shareholder:

You are cordially invited to attend our annual meeting of shareholders, which will be held at the office of FSBH CORP. located at 1825 Manatee Avenue West, Bradenton, Florida 34205, on Monday, May 15, 2023, at 5:00 p.m local time. The purpose of the meeting is to elect directors of FSBH CORP. We look forward to seeing you.

The attached notice of the annual meeting and proxy statement describes the formal business to be transacted at the meeting.

To gain admission to the annual meeting, you will need to demonstrate that you are a shareholder of the Company. All shareholders will be required to present valid, government-issued picture identification at the meeting. If your shares are registered in your name, your name will be compared to the list of registered shareholders to verify your share ownership. If your shares are registered in the name of your broker or bank, you will need to bring evidence of your share ownership, such as your most recent brokerage account statement or a legal proxy from your broker. If you do not have valid picture identification and proof that you own shares of the Company's common stock, you will not be admitted to the Annual Meeting. Please arrive in advance of the start of the meeting to allow time for identity verification.

Your vote is important. Whether or not you expect to be present at the meeting, please mark, date, and sign the enclosed proxy, and return it to us in the envelope provided as soon as possible. If you attend the meeting, you may withdraw your proxy and vote your own shares.

Sincerely,

Daniel S. Hager
Chairman
President and Chief Executive Officer



1825 Manatee Avenue West
Bradenton, Florida 34205
(941) 554-7080

**NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD May 15, 2023**

The annual meeting of shareholders of FSBH CORP. will be held on May 15, 2023, at 5:00 p.m. local time, at the office of FSBH CORP. located at 1825 Manatee Avenue West, Bradenton, Florida 34205. The meeting is for the following purposes:

- (1) To elect **ten (10)** directors to serve a one-year term expiring at the 2024 annual meeting;
and
- (2) To transact any other business as may properly come before the meeting or any adjournments of the meeting.

The board of directors has set the close of business on April 10, 2023, as the record date for determining the shareholders who are entitled to notice of, and to vote at, the meeting.

Whether or not you plan to attend the meeting, we ask that you mark, date, sign, and return the enclosed proxy as soon as possible. Promptly returning your proxy will help ensure the greatest number of shareholders is present at the meeting in person or by proxy.

If you attend the annual meeting in person, you may revoke your proxy at the meeting and vote your shares in person. You may revoke your proxy at any time before the proxy is exercised. You should send any later-dated proxy or notice of revocation to: FSBH CORP., 1825 Manatee Avenue West, Bradenton, Florida 34205, Attention: Derek Smith. All items mailed to us must be received by us no later than the close of business May 11, 2023, to be effective for the annual meeting.

If you have any questions about the annual meeting or other general questions, please contact Derek Smith at (912) 490-1450 or dsmith@fsb-bank.bank.

By Order of the Board of Directors,

Daniel S. Hager
Chairman
President and Chief Executive Officer



1825 Manatee Avenue West
Bradenton, Florida 34205
(941) 554-7080

PROXY STATEMENT FOR 2023 ANNUAL MEETING

INTRODUCTION

Time and Place of the Meeting

Our board of directors is furnishing this proxy statement in connection with its solicitation of proxies for use at the annual meeting of shareholders to be held on Monday, May 15, 2023, at 5:00 p.m local time at the office of FSBH CORP. (the “Corporation”) located at 1825 Manatee Avenue West, Bradenton, Florida 34205, and at any adjournments of the meeting.

Record Date and Mailing Date

The close of business on April 10, 2023 is the record date for the determination of shareholders entitled to notice of and to vote at the meeting. We first mailed this proxy statement and the accompanying proxy to shareholders on April 11, 2023.

Number of Shares Outstanding

As of the close of business on the record date the Corporation had authorized 30,000,000 shares of common stock, \$5.00 par value, of which 3,008,071 shares were issued and outstanding, and 10,000,000 shares of non-voting preferred stock, \$5.00 par value, of which no shares were issued and outstanding. Each issued and outstanding share of common stock is entitled to one vote on all matters presented at the meeting.

How do shareholders vote?

If your shares are held directly in your own name, and you received printed or electronic copies of the proxy materials, you may vote your shares by proxy in advance of the annual meeting using the control number included on your proxy card. Whether or not you plan to participate in the annual meeting, we urge you to vote by doing one of the following:

- **Vote via the Internet:** You can vote your shares via the Internet by going to the website address for Internet voting indicated on your proxy card.

- • Vote by Fax: You can vote your shares by fax by completing, signing, dating and faxing your proxy card to

the fax number indicated on your proxy card.

- • Vote by Mail: You can vote your shares by mail by completing, signing, dating and returning your proxy card in the postage-paid envelope provided.

If you are a beneficial owner, or you hold your shares in “street name,” please follow the instructions provided by your bank, broker or other holder of record with respect to voting your shares

Procedures for Voting by Proxy

If you properly sign, return and do not revoke your proxy, the person appointed as proxy will vote your shares according to the instructions you have specified on the proxy. If you sign and return your proxy but do not specify how the person appointed as proxy is to vote your shares, your proxy will be voted in the best judgment of the person appointed as proxy as to all matters properly brought before the meeting. If any nominee for election to the board of directors named in this proxy statement becomes unavailable for election for any reason, the proxy will be voted for a substitute nominee selected by the board of directors.

You can revoke your proxy at any time before it is voted by delivering to Derek Smith at FSBH CORP., 1825 Manatee Avenue West, Bradenton, Florida 34205, either a written revocation of the proxy or a duly executed proxy bearing a later date or by attending the meeting and voting in person.

Requirements for Shareholder Approval

A quorum will be present at the meeting if a majority of the outstanding shares of common stock is represented in person or by valid proxy. We will count abstentions and broker non-votes, which are described below, in determining whether a quorum exists. We will not count broker non-votes in determining whether a quorum exists. Additional information regarding abstentions and broker non-votes can be found below. Only those votes actually cast for the election of a director, however, will be counted for purposes of determining whether a particular director nominee receives sufficient votes to be elected. The ten individuals receiving the highest number of votes cast “FOR” their election will be elected as directors. As a result, if you withhold your vote as to one or more nominees, it will have no effect on the outcome of the election unless you cast that vote for a competing nominee.

The Corporation’s board of directors recommends that you vote “FOR” the election of the ten director nominees named below.

Abstentions. A shareholder who is present in person or by proxy at the annual meeting and who abstains from voting on any or all proposals will be included in the number of shareholders present at the annual meeting for the purpose of determining the presence of a quorum. Abstentions do not count as votes in favor of or against a given matter.

Broker Non-Votes. Brokers who hold shares for the accounts of their clients may vote these shares either as directed by their clients or in their own discretion if permitted by the exchange or other organization of which they are members. Proxies that contain a broker vote on one or more proposals but no vote on others are referred to as “broker non-votes” with respect to the proposal(s) not voted upon. Broker non-votes are not included in determining the presence of a quorum and do not count as a vote in favor of or against a particular proposal for which the broker has no discretionary voting authority.

SOLICITATION OF PROXIES

The Corporation will pay the cost of the proxy solicitation. Our directors, officers and employees may, without additional compensation, solicit proxies by personal interview, telephone, fax, or otherwise. We will forward our proxy solicitation material to the beneficial owners of common stock held of record by brokerage firms or other custodians, nominees or fiduciaries and pay the associated costs directly.

PROPOSAL 1: ELECTION OF DIRECTORS

The following table shows for each nominee: (a) name, (b) age at January 1, 2023, (c) how long they have been a director of the Corporation, and (d) principal occupation. The board of directors proposes that each nominee listed below be elected as a director of the Corporation, to serve a term of one year until a successor is elected and qualified at the 2024 annual meeting.

Director Nominees:

(For a One-Year Term Expiring 2024)

Jonathan Allen Drawdy, 54	2013	Dentist; DMD Property Management, LLC
Michael Godby, 58	2019	Managing Director of Institutional Sales, Janney Montgomery Scott, LLG
Daniel S. Hager, 64	2019	Chief Executive Officer of First Southern Bank and FSBH CORP.
James David Hull, 70	2013	Vice President, retired Cal-Maine Foods
Joseph P. Ierardi, 50	2021	CEO Wayne Memorial Hospital
David Irwin Lee, 68	2017	Owner - Lawn Equipment Enterprises, Inc. (retired)

Hope Lundt, 51	New	Managing Partner, Spence Ltd., LP
Terry E, Rehfeldt, 63	2019	CPA
Robert B. Smith, 78	2013	Lawyer, retired Chief Executive Officer and Senior Partner of Smith & Phelps Law Firm
Alan Jay Wildstein, 55	2019	Owner, Alan Jay Automotive Management, Inc.

The board of directors recommends that you vote “FOR” the election of the ten nominees named above.

RELATED PARTY TRANSACTIONS

The Corporation’s wholly-owned banking subsidiary, First Southern Bank (the “Bank”), has banking and other business transactions in the ordinary course of business with directors and officers of the Corporation and their affiliates, including members of their families, corporations, partnerships or other organizations in which the directors and officers have a controlling interest. These transactions are on substantially the same terms (including price, interest rate and collateral) as those prevailing at the same time for comparable transactions with unrelated parties. In the opinion of management, these transactions do not involve more than the normal risk of collectability or present other unfavorable features to the Corporation.

EXECUTIVE OFFICERS

The following table shows for each executive officer of the Corporation: (a) his/her name, (b) how long he/she has been an officer of the Corporation, and (c) his/her positions with the Corporation.

<u>Name</u>	<u>Officer Since</u>	<u>Position with the Corporation</u>
Daniel S. Hager	2022	Chairman of the Board of Directors / President / Chief Executive Officer
William Edwin Hughes, Jr.	2022	Executive Vice President / Chief Financial Officer
Kelly H. Ellis	2022	Executive Vice President / Corporate Secretary
John Shoop	2022	Executive Vice President

<u>Name</u>	<u>Officer Since</u>	<u>Position with the Corporation</u>
Michael Turner	2022	Executive Vice President

OTHER MATTERS

The board of directors of the Corporation knows of no other matters that may be brought before the meeting. If, however, any matters other than the election of directors should properly come before the meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxy holders.

Whether or not you can attend the meeting, please complete, sign, date, and return the enclosed proxy promptly. An envelope has been provided for that purpose. No postage is required if it is mailed in the United States.

