

FORESIGHT FINANCIAL GROUP, INC.

April 12, 2017

Dear Fellow Shareholder:

You are cordially invited to attend the 2017 annual meeting of shareholders of Foresight Financial Group, Inc. to be held at the **Northern Illinois University Rockford Conference Center, located at 8500 East State Street, Rockford, Illinois, on Wednesday, May 17, 2017, with a light breakfast served at 10:00 a.m. The business meeting will begin at 10:30 a.m.**

At the meeting, Michael Ericson of the Federal Home Loan Bank of Chicago will be our guest speaker. Mr. Ericson will be discussing the economy and outlook for community banks in our region. We will also report to you on the progress of our company and its member banks.

Your board of directors has nominated three persons to serve as Class III members of the board of directors. Their names appear in the enclosed proxy materials. Each nominee is an incumbent director. We recommend that you vote your shares for all nominees.

Your board of directors has also unanimously approved three proposed amendments to the Certificate of Incorporation and recommends you vote your shares in favor of all proposed amendments.

We look forward with pleasure to seeing you at the meeting. You are welcome to stay after the meeting to visit informally with management and other shareholders about the Foresight banks and our communities. Please join us -- your continuing support is valued and appreciated.

Very truly yours,

A handwritten signature in black ink, appearing to read "Brent Myers". The signature is fluid and cursive, with a long horizontal stroke at the end.

Brent Myers
President & CEO

Enclosures

FORESIGHT FINANCIAL GROUP, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 17, 2017

TO THE HOLDERS OF COMMON STOCK:

The annual meeting of shareholders of Foresight Financial Group, Inc. will be held at the **Northern Illinois University Rockford Conference Center, located at 8500 East State Street, Rockford, Illinois, on Wednesday, May 17, 2017, at 10:30 a.m.**, local time, for the purpose of considering and voting upon the following matters.

1. to elect three (3) Class III directors;
2. to amend the Certificate of Incorporation to increase the Shareholder vote necessary to approve amendments to the Bylaws to a Two-Thirds (Supermajority);
3. to amend the Certificate of Incorporation to require that each Director be a resident of the State of Illinois;
4. to amend the Certificate of Incorporation to adopt Section 7.85 of the Illinois Business Corporation Act;
5. to transact such other business as may properly come before the meeting or any adjournments or postponements of the meeting.

Shareholders of record at the close of business on March 31, 2017, are entitled to notice of, and to vote at the meeting. If there are not enough shares represented at the meeting for a quorum or to approve or ratify any of the foregoing proposals at the time of the annual meeting, the meeting may be adjourned or postponed to permit our further solicitation of proxies.

By Order of the Board of Directors



K. Denise Osadjan
Corporate Secretary

Rockford, Illinois
April 12, 2017

FORESIGHT FINANCIAL GROUP, INC.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

MAY 17, 2017

This proxy statement is furnished in connection with the solicitation by the board of directors of Foresight Financial Group, Inc. of proxies to be voted at the annual meeting of shareholders to be held at the Northern Illinois University Rockford Conference Center, located at 8500 East State Street, Rockford, Illinois, on Wednesday, May 17, 2017, at 10:30 a.m., local time, and at any adjournments or postponements of the meeting.

Foresight Financial Group, an Illinois corporation, is a bank holding company, which owns all of the issued and outstanding capital stock of five banks:

- State Bank of Davis, an Illinois state-chartered bank with its main office in Davis, Illinois and a loan production office in Kankakee, Illinois.
- German-American State Bank, an Illinois state-chartered bank with its main office in German Valley, Illinois, and three branch offices in Pecatonica, Seward and Winnebago, Illinois;
- Lena State Bank, an Illinois state-chartered bank with its main office in Lena, Illinois;
- State Bank, an Illinois state-chartered bank with its main office in Freeport, Illinois; and
- Northwest Bank of Rockford, an Illinois state-chartered bank with its main office and one branch office in Rockford, Illinois, and two branch offices in Loves Park and one branch office in Machesney Park, Illinois.
- State Bank of Herscher, an Illinois state-chartered bank with its main office in Herscher, Illinois and one branch office in Limestone, Illinois.

The following is information regarding the meeting and the voting process, presented in a question and answer format.

Why am I receiving this proxy statement and proxy form?

You are receiving a proxy statement and proxy form from us because on March 31, 2017, you owned shares of Foresight Financial Group's common stock. This proxy statement describes the matters that will be presented for consideration by the shareholders at the annual meeting. It also gives you information concerning these matters to assist you in making an informed decision.

When you sign the enclosed proxy form, you appoint the proxy holder as your representative at the meeting. The proxy holder will vote your shares as you have instructed in the proxy form, which ensures that your shares will be voted whether or not you attend the meeting. Even if you plan to attend the meeting, you should complete, sign and return your proxy form in advance of the meeting just in case your plans change.

If you have signed and returned the proxy form and an issue comes up for a vote at the meeting that is not identified on the form, the proxy holder will vote your shares, pursuant to your proxy, in accordance with his or her judgment.

What matters will be voted on at the meeting?

ELECTION OF DIRECTORS

1. You are being asked to vote on the election of three Class III directors of Foresight Financial Group for a term expiring in 2020.

PROPOSED AMENDMENTS TO THE CERTIFICATE OF INCORPORATION

General

Our board of directors has unanimously approved three amendments to our certificate of incorporation. These three amendments are: (i) increasing the shareholder vote necessary to approve shareholder amendments to the bylaws of Foresight Financial Group from a majority vote to a super majority vote; (ii) requiring any member of the board of directors to be a resident of the State of Illinois; and (iii) adoption of Section 7.85 of the Illinois Business Corporation Act of 1983. The proposed amendments are intended to implement measures that would confer varying degrees of commonly used structural defenses to impede any future hostile attempt to acquire control of Foresight Financial Group by highly experienced and well-capitalized activist investors. Our board of directors is not aware of any such attempt to acquire control at this time, but the board of directors recognizes it is well advised to implement commonly used structural defenses before any such activist targets Foresight Financial Group. The board of directors believes that the proposed amendments are in the best interest of Foresight Financial Group and its shareholders. Unless instructed to the contrary, the persons acting as proxies under the proxy solicited hereby will vote in favor of the adoption of the following three amendments:

Proposed Amendments to Certificate of Incorporation

2. Increase of Shareholder Vote Necessary to Approve Amendments to the Bylaws to a Two-Thirds (Supermajority).

Currently, the certificate of incorporation of Foresight Financial Group is silent with respect to the shareholders' ability to amend the bylaws of Foresight Financial Group. Notwithstanding the absence of an express grant of authority in the certificate of incorporation, Illinois law expressly grants shareholders the right, by statutorily prescribed majority vote, to amend the bylaws. If this amendment to our certificate of incorporation is approved by our shareholders, any future amendments to the bylaws of Foresight Financial Group by shareholders will require the affirmative vote of at least two-thirds (i.e., a supermajority) of the votes of shares entitled to vote on any such amendment.

3. Require that Each Director be a Resident of the State of Illinois.

Currently, the certificate of incorporation of Foresight Financial Group is silent with respect to geographical qualifications of who may serve as a director of Foresight Financial Group. If this amendment to our certificate of incorporation is approved by our shareholders, any future member of the board of directors of Foresight Financial Group will be required to be a resident of the State of Illinois.

4. Adoption of Section 7.85 of the Illinois Business Corporation Act.

Currently, the certificate of incorporation of Foresight Financial Group does not affirmatively adopt Section 7.85 of the Illinois Business Corporation Act of 1983 (the "IBCA"), as amended (805 ILCS 5/7.85). Section 7.85 of the IBCA is commonly known as the Illinois "business combination" anti-takeover statute.

Section 7.85 of the IBCA places restrictions on "business combinations" (defined in Section 11.75 of the IBCA to include mergers and other types of transactions) between certain Illinois corporations and "interested shareholders" defined to generally include (i) the owner of 15% or more of the outstanding voting shares of the corporation or (ii) an affiliate or associate of the corporation who was the owner of 15% or more of the outstanding voting shares of the corporation at any time in the previous three years. Section 7.85 of the IBCA requires, in addition to any other requirements imposed by law or a corporation's certificate of incorporation, that a "business combination" involving a corporation and an interested shareholder be approved by: (a) the affirmative vote of the holders of at least 80% of the

combined voting power of the then outstanding shares of all classes and series of the corporation entitled to vote generally in the election of directors, voting together as a single class (but with the votes per share specified in the corporation's certificate of incorporation) and (b) the affirmative vote of a majority of the voting shares held by "disinterested shareholders" (as defined in the statute).

The foregoing voting requirements will not apply if the business combination is approved by two-thirds of the corporation's disinterested directors or certain fair pricing and statutory procedures are satisfied. Section 7.85 of the IBCA does not prohibit a shareholder from increasing their holdings beyond 15%.

Section 7.85 of the IBCA does not apply automatically to non-public corporations, but must be affirmatively adopted in a corporation's certificate of incorporation. If this amendment to our certificate of incorporation is approved by our shareholders, the certificate of incorporation of Foresight Financial Group will be amended to specifically adopt Section 7.85 of the Illinois Business Corporation Act of 1983.

Reasons for Proposed Amendments

The amendments described above are not intended to discourage potential acquisition proposals or limit the price that some investors might be willing to pay in the future for shares of our stock. The board of directors believes that any proposals for strategic transition of Foresight Financial Group, whether it is to buy, sell, or simply remain independent and continue to enhance shareholder value, and the paramount importance of a thorough evaluation of the same, should be examined and implemented only through a combination of board and shareholder approval. For this reason, the board of directors is recommending the addition of the foregoing structural defenses to the charter of Foresight Financial Group. Although many of the amendments described above can, and where applicable will, be added to the bylaws of Foresight Financial Group, structural defenses are best secured through the certificate of incorporation because it is more difficult to amend the certificate of incorporation than to amend the bylaws. The bylaws of a corporation shape the process and procedures by which corporate decisions are made. As such, activists seeking to attempt to acquire control of a company indirectly to advance their own agendas, commonly utilize bylaw amendments as a preferred tool.

How do I vote?

You may vote either by mail or in person at the meeting. To vote by mail, complete and sign the enclosed proxy form and mail it in the enclosed pre-addressed envelope. No postage is required if mailed in the United States. If you mark your proxy form to indicate how you want your shares voted, your shares will be voted as you instruct.

If you sign and return your proxy form but do not mark the form to provide voting instructions, the shares represented by your proxy form will be voted "for" all three nominees named in this proxy statement and "for" the three proposed amendments to the Certificate of Incorporation.

If you want to vote in person, please come to the meeting. We will distribute written ballots to anyone who wants to vote at the meeting. Please note, however, that if your shares are held of record by a fiduciary, but you have the power to direct the voting of these shares, you will need to arrange to obtain a proxy from this fiduciary to vote in person at the meeting.

Who votes my shares if I hold those shares in the name of a fiduciary?

If you received this proxy statement from a fiduciary, but you have the power to direct the voting of shares held by this fiduciary, your fiduciary should have given you instructions for directing how these shares should be voted. It will then be your fiduciary's responsibility to vote your shares for you in the manner you direct.

What if I change my mind after I return my proxy?

If you hold your shares in your own name, you may revoke your proxy and change your vote at any time before the polls close at the meeting. You may do this by:

- signing another proxy with a later date and returning that proxy to Denise Osadjan, Corporate Secretary, Foresight Financial Group, Inc., 3106 N. Rockton Avenue, Rockford, Illinois 61103;
- sending notice to us at this same address that you are revoking your proxy; or
- voting in person at the meeting.

If you have the power to vote shares held of record by a fiduciary and you want to revoke your previous instructions for directing how these shares should be voted, you will need to contact your fiduciary for instructions.

How many votes do we need to hold the annual meeting?

A majority of the shares that are outstanding and entitled to vote as of the record date must be present in person or by proxy at the meeting to hold the meeting and conduct business.

Shares are counted as present at the meeting if the shareholder either:

- is present and votes in person at the meeting; or
- has properly submitted a signed proxy form or other proxy.

On March 31, 2017 the record date, there were 3,648,042 shares of common stock issued and outstanding and 11,559 shares of unvested restricted stock.

What happens if a nominee is unable to stand for re-election?

The board may, by resolution, provide for a lesser number of directors or designate a substitute nominee. In the latter case, shares represented by proxies may be voted for a substitute nominee. You cannot vote for more than three nominees. The board has no reason to believe any nominee will be unable to stand for re-election.

How many votes may I cast?

Generally, you are entitled to cast one vote for each share of stock you owned on the record date. The proxy form included with this proxy statement indicates the number of shares owned by an account attributable to you.

How many votes are needed for each proposal?

Shareholder Vote Necessary for Election of Directors

The three individuals receiving the highest number of votes cast “for” their election will be elected as directors of Foresight Financial Group, Inc.

Shareholder Vote Necessary for Approval of the Amendments

To be approved by our shareholders, the foregoing amendments must receive the affirmative vote of two-thirds of the votes of the shares entitled to vote on such amendments.

Our board of directors believes that the adoption of these amendments is in the best interest of our shareholders and unanimously recommends that you vote your shares FOR these amendments.

We will announce voting results at the meeting.

Who bears the cost of soliciting proxies?

We will bear the cost of soliciting proxies. In addition to solicitations by mail, officers, directors or employees of Foresight Financial Group or its subsidiaries may solicit proxies in person or by telephone. These persons will not receive any special or additional compensation for soliciting proxies. We may reimburse fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to shareholders.

Is Foresight Financial Group subject to corporate reforms such as the Sarbanes-Oxley Act?

We have long believed that many of the principles that are now being imposed on public companies through rules and regulations are important. For instance, since our inception the majority of our board has been comprised of independent, outside directors. These independent directors help to oversee the different functions of our organization and we adopted policies to guard against conflicts of interest with our directors. We believe that strong corporate governance directly benefits shareholders and customers because they can have more confidence that our company is being managed appropriately.

As you are aware, in response to many of the high profile corporate scandals, regulators and the investment public have placed an increased emphasis on corporate governance and the manner in which boards of directors oversee companies. Because we do not make periodic filings with the Securities and Exchange Commission, we are not required to comply with many of the rules and regulations, including the Sarbanes-Oxley Act of 2002, which are imposed on larger, publicly traded companies. Banking regulators have also recently begun to focus on the issue of corporate governance and have either implemented rules or issued guidance that affect many financial institutions. The banking industry has always been subject to a greater degree of scrutiny than non-public companies in unregulated industries.

ELECTION OF DIRECTORS

Foresight Financial Group has a staggered board of directors divided into three classes. One class is elected annually to serve for three years. At the annual meeting of shareholders on May 17, 2017, three Class III directors will be elected for a term of three years or until their respective successors are elected and qualified.

A majority of the directors on our board are considered to be “independent” directors. Independent directors basically are non-insiders whom the full board has determined do not have other relationships with our company that would prevent them from making objective, independent decisions. Generally, the board oversees our business and monitors the performance of our management and does not involve itself in our day-to-day operations, which are monitored by our executive officers and management. Our directors fulfill their duties and responsibilities by attending regular meetings of the board, which are held on a quarterly basis, and through committee membership.

Our board has established a fully independent audit committee that oversees the relationship with our accountants. The full board considers nominees for directors to be presented to shareholders and determines the compensation levels for our executive officers, with our chief executive officer not participating in the consideration of his or her own compensation. Our independent directors meet in “executive session” without any inside directors or management at least once a year.

The proxy provides instructions for voting for the director nominees or for withholding authority to vote for the director nominees. Unless instructed to the contrary, the persons acting under the proxy solicited hereby will vote for the nominees listed below. If, however, any nominee is unable to serve, which is not now contemplated, the proxy holders reserve the right to vote at the annual meeting for a substitute nominee.

INFORMATION ABOUT DIRECTORS AND NOMINEES

The following table contains certain information with respect to the nominees and continuing directors including the year each nominee and continuing director became a director of Foresight Financial Group, Inc., his or her position with Foresight (in addition to serving as a director of Foresight) and its subsidiary banks, and his or her principal occupation.

If elected at the annual meeting, the nominees will serve as directors for a term of three years until the regular annual meeting of shareholders held in 2019. The nominees were selected by a nominating committee comprised solely of non-management directors, and each nominee is an incumbent director. **The board of directors recommends that you vote your shares FOR the nominees.**

NOMINEES

<u>NAME</u>	<u>DIRECTOR SINCE</u>	<u>POSITIONS WITH THE BANKS AND COMPANY AND PRINCIPAL OCCUPATION</u>
Class III (term expires 2020)		
Doug Wagner	2005	Director, State Bank; Owner – Floor to Ceiling Stores and Culver’s Food Franchise Stores
Fred Kundert	2013	Director, State Bank and State Bank of Herscher; Executive - Harder Corporation
John Collman	2013	Director, German-American State Bank; Agricultural production

Continuing Directors

<u>NAME</u>	<u>DIRECTOR SINCE</u>	<u>positions with the banks and company and principal occupation</u>
Class I (term expires 2018)		
Judd D. Thruman	2014	Director, State Bank of Davis; Director, Lena State Bank; Partner, Fishburn Whiton, Thruman LTD.; Attorney
Carolyn S. Sluiter	2006	Chairman, State Bank of Davis; Founding Partner, New Hope Veterinary Clinic; Veterinarian
Charles B. Kullberg	2016	Chairman, Northwest Bank of Rockford; Environmental services industry
Class II (term expires 2019)		
Robert W. Stenstrom	2000	Director, Northwest Bank of Rockford; General Contractor and Civil Engineer, Stenstrom Companies, Ltd.
John Jeschke	2002	Chairman, Foresight Financial Group, Inc.; Director, State Bank of Davis and Lena State Bank; Agriculture Production
Brent Myers	2009	President and CEO, Foresight Financial Group; President, CEO and Director State Bank of Davis and Lena State Bank; CEO and Director State Bank of Herscher; Director, Northwest Bank of Rockford

PROPOSED AMENDMENTS TO THE CERTIFICATE OF INCORPORATION

- Increase of Shareholder Vote Necessary to Approve Amendments to the Bylaws to a Two-Thirds (Supermajority)**
- Require that Each Director be a Resident of the State of Illinois**
- Adoption of Section 7.85 of the Illinois Business Corporation Act**

OTHER BUSINESS

It is not anticipated that any action will be asked of the shareholders other than set forth above, but if other matters are properly brought before the annual meeting, the persons named in the proxy will vote in accordance with their best judgment.

By Order of the Board of Directors


K. Denise Osadjan
Corporate Secretary

Rockford, Illinois
April 12, 2017

ALL SHAREHOLDERS ARE URGED TO SIGN AND MAIL THEIR PROXIES PROMPTLY.