

LANDMARK BANCORP, INC.

**701 Poyntz Avenue
Manhattan, Kansas 66502
(785) 565-2000**

April 20, 2023

Dear Stockholder:

On behalf of the board of directors and management of Landmark Bancorp, Inc., we cordially invite you to attend our annual meeting of stockholders, to be held at 2:00 p.m. on Wednesday, May 24, 2023. Similar to last year, this year's annual meeting will be a completely virtual meeting, which will be conducted solely online via live webcast. You will be able to attend and participate in the annual meeting online, vote your shares electronically, and submit your questions prior to and during the meeting by visiting <https://meetnow.global/MNA4KVL> on the meeting date at the time described in the proxy statement. To participate in the meeting, you will need the control number included on your proxy card. If you do not have a control number, you may view the annual meeting as a "Guest" but will not have the option to vote your shares or ask questions at the annual meeting, and you will not be deemed to be "present" at the annual meeting for purposes of determining a quorum. There is no physical location for the annual meeting. The accompanying notice of annual meeting of stockholders and proxy statement discuss the business to be conducted at the meeting. At the meeting, we will also report on our operations and the outlook for the year ahead.

We have nominated four persons to serve as Class I directors, two of whom are incumbent directors and two of whom will be new additions to the board should they be elected. Additionally, our Audit Committee has appointed, and we recommend that you ratify, Crowe LLP as our independent registered public accounting firm for the year ending December 31, 2023.

We encourage you to attend the meeting virtually. **Whether or not you plan to attend, however, please complete, sign and date the enclosed proxy card and return it in the accompanying postage-paid return envelope, or vote by telephone or internet as described on the proxy card, as promptly as possible.** This will ensure that your shares are represented at the meeting.

Very truly yours,

LANDMARK BANCORP, INC.

/s/ Michael E. Scheopner

Michael E. Scheopner
President and Chief Executive Officer

LANDMARK BANCORP, INC.
701 Poyntz Avenue
Manhattan, Kansas 66502
(785) 565-2000

NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 24, 2023

To the stockholders of

LANDMARK BANCORP, INC.

The annual meeting of the stockholders of Landmark Bancorp, Inc., a Delaware corporation, will be held on Wednesday, May 24, 2023, at 2:00 p.m., local time, by virtual meeting by visiting <https://meetnow.global/MNA4KVL>, for the following purposes:

1. to elect four Class I directors for a three-year term ending at the 2026 annual meeting of stockholders or until their successors are elected and qualified;
2. to ratify the appointment of Crowe LLP as our independent registered public accounting firm for the year ending December 31, 2023; and
3. to transact such other business as may properly be brought before the meeting and any adjournments or postponements of the meeting.

We are not aware of any other business to come before the annual meeting. Any action may be taken on any one of the foregoing proposals at the annual meeting on the date specified above, or on any date or dates to which the annual meeting may be adjourned or postponed. The board of directors has fixed the close of business on April 5, 2023 as the record date for the determination of stockholders entitled to notice of, and to vote at, the meeting. In the event there are an insufficient number of votes for a quorum or to approve or ratify any of the foregoing proposals at the time of the meeting, the meeting may be adjourned or postponed to permit our further solicitation of proxies.

By order of the Board of Directors

/s/ Michael E. Scheopner

Michael E. Scheopner
President and Chief Executive Officer

Manhattan, Kansas
April 20, 2023

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING VIRTUALLY, PLEASE TAKE THE TIME TO VOTE BY COMPLETING AND MAILING THE ENCLOSED PROXY CARD IN THE ENCLOSED SELF-ADDRESSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES, OR VOTING BY TELEPHONE OR INTERNET AS DESCRIBED ON THE PROXY CARD. WE HOPE THAT YOU WILL BE ABLE TO ATTEND THE MEETING, AND, IF YOU DO, YOU MAY VOTE YOUR STOCK AT THE MEETING IF YOU WISH. YOU MAY REVOKE YOUR PROXY AT ANY TIME PRIOR TO ITS EXERCISE.

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LANDMARK BANCORP, INC.

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS MAY 24, 2023

GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation by the board of directors of Landmark Bancorp, Inc. (all references to “Landmark Bancorp,” the “Company,” “we” or “our” refer to Landmark Bancorp, Inc., unless the context requires otherwise) of proxies to be voted at the annual meeting of stockholders to be held on Wednesday, May 24, 2023, at 2:00 p.m., local time, by virtual meeting by visiting <https://meetnow.global/MNA4KVL>, and at any adjournments or postponements of the meeting. Our 2022 annual report, which includes consolidated financial statements of Landmark Bancorp and Landmark National Bank, is also enclosed. This proxy statement is first being mailed to Landmark Bancorp’s stockholders on or about April 20, 2023.

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 card?

You are receiving a proxy statement and proxy card from us because on April 5, 2023, the record date for the annual meeting, you owned shares of Landmark Bancorp’s common stock. This proxy statement lists the matters that will be presented for consideration by the stockholders at the annual meeting. It also gives you information concerning the matters to be voted on at the meeting to assist you in making an informed decision.

When you sign the enclosed proxy card or vote by telephone or internet as described on the proxy card, you appoint the proxy holders as your representatives at the meeting. The proxy holders will vote your shares as you have instructed, thereby ensuring that your shares will be voted whether or not you attend the meeting. Even if you plan to attend the meeting, you should instruct the proxy holders how to vote your shares in advance of the meeting in case your plans change.

If you have instructed the proxy holders how to vote your shares and an issue comes up for a vote at the meeting that is not identified on the card, the proxy holders will vote your shares,

pursuant to your proxy, in accordance with their judgment.

Why are you holding a virtual meeting instead of a physical meeting?

Our board of directors determined that it would be in the best interests of our stockholders for the Company to continue to hold the annual meeting virtually rather than in person. In our experience, we believe that hosting a virtual meeting enables more of our stockholders to attend and participate in the meeting, since our stockholders can participate from any location around the world with internet access.

How can I attend the Annual Meeting?

The annual meeting will be a completely virtual meeting of stockholders, which will be conducted exclusively by webcast. You are entitled to participate in the annual meeting only if you were a stockholder of the Company as of the close of business on April 5, 2023, or if you hold a valid proxy for the annual meeting. There is no physical location for the annual meeting. You will be able to attend the annual meeting online, submit your questions prior to and during the meeting, and vote your shares online during the meeting by visiting

<https://meetnow.global/MNA4KVL>. You will need to review the information included on your proxy card or any instructions that accompanied your proxy materials, including the control number included on your proxy card.

If you do not have a control number, you may view the annual meeting as a “Guest” but will not have the option to vote your shares or ask questions at the annual meeting, and you will not be deemed to be “present” at the annual meeting for purposes of determining a quorum.

If you hold your shares through an intermediary, such as a bank or broker, and would like to vote your shares or ask questions at the annual meeting, you must register in advance using the instructions below.

The online meeting will begin promptly at 2:00 p.m., central time, on Wednesday, May 24, 2023. We encourage you to access the meeting prior to the start time, leaving ample time to check in and to test the computer software. Participants should ensure that they have a strong Wi-Fi connection wherever they intend to participate in the meeting. A technical support number will be made available on the webpage during check-in for stockholders who experience technical difficulties accessing the virtual annual meeting. Please follow the registration instructions as outlined in this proxy statement.

How do I register to attend the annual meeting virtually on the internet?

If you are a registered stockholder (i.e., you hold your shares through our transfer agent, Computershare), you do not need to register to attend the annual meeting virtually on the internet. Please follow the instructions on the proxy card that you received.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the annual meeting virtually on the internet. To register to attend the annual meeting online by webcast you must submit proof of your proxy power (i.e. a “legal proxy”) reflecting your holdings of Company stock along with your name and email address to

Computershare. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., eastern time, on Friday, May 19, 2023.

You will receive a confirmation of your registration by email after Computershare receives your registration materials.

Requests for registration should be sent as follows:

By email:

Forward the email from your broker, or attach an image of your legal proxy, to legalproxy@computershare.com.

- OR -

By mail:

Computershare
Landmark Bancorp, Inc. Legal Proxy
P.O. Box 43001
Providence, RI 02940-3001

How do I ask questions at the annual meeting?

To ask a question through the virtual annual meeting at <https://meetnow.global/MNA4KVL>, you will need to have the control number included on your proxy card. After accessing the meeting, if you would like to submit a question, click on the “messages” icon at the top of the screen prior to or during the meeting. We encourage stockholders to submit any questions prior to the annual meeting to ensure your question is received.

What matters will be voted on at the meeting?

You are being asked to vote on: (i) the election of four Class I directors of Landmark Bancorp for a three-year term expiring at the 2026 annual meeting of stockholders or until their successors are elected and qualified; and (ii) the ratification of the appointment of Crowe LLP as our independent registered public accounting firm for the 2023 fiscal year. These matters are more fully described in this proxy statement.

If I am the record holder of my shares, how do I vote?

You may vote either by mail, by telephone, by internet or online at the meeting. To vote by mail, complete, sign and date the enclosed proxy card and mail it in the enclosed postage-paid, pre-addressed envelope to our transfer agent, Computershare. To vote by telephone or by internet, please follow the instructions on the proxy card.

If you sign, date and return your proxy card or vote by telephone or internet but do not provide voting instructions, the shares represented by your proxy card will be voted “FOR” all nominees named in this proxy statement to be elected as directors and “FOR” the ratification of Crowe LLP as our independent registered public accounting firm.

If you want to vote online at the meeting, please attend the virtual meeting at <https://meetnow.global/MNA4KVL>. You will need to have the control number included on your proxy card. After accessing the meeting, if you would like to vote, click on the “Cast your Vote” to submit your vote prior to or during the meeting before the polls close at the meeting. Even if you plan to attend the meeting, you should complete, sign, date and return your proxy card, or vote by telephone or internet, in advance of the meeting in case your plans change. Please note, if your shares are held in the name of your broker (or in what is usually referred to as “street name”), you will need to arrange to obtain a “legal proxy” from your broker in order to vote online at the meeting as discussed above.

If I hold shares in the name of a broker or fiduciary, who votes my shares?

If you received this proxy statement from your broker, trustee or other fiduciary who may hold your shares, your broker, trustee or fiduciary should have given you instructions for directing how they should vote your shares. It will then be their responsibility to vote your shares for you in the manner you direct. As discussed above, if you want to vote online at the meeting, you will need to arrange to obtain a “legal proxy” from your broker, trustee or fiduciary in order to vote online at the meeting.

Brokers may generally vote on routine matters, such as the ratification of our independent registered public accounting firm, but cannot vote on non-routine matters unless they have received voting instructions from the person for whom they are holding shares. If your broker does not receive instructions from you on how to vote particular shares on a matter on which your broker does not have discretionary authority to vote, your broker will return the proxy card to us, indicating that he or she does not have the authority to vote on these matters. This is generally referred to as a “broker non-vote” and will affect the outcome of the voting as described under “How many votes are needed for approval of each proposal?”

The election of directors is considered a non-routine matter. We therefore encourage you to provide directions to your broker as to how you want your shares voted on all matters to be brought before the meeting. You should do this by carefully following the instructions your broker, trustee or fiduciary gives you concerning its procedures. This ensures that your shares will be voted at the meeting.

What does it mean if I receive more than one proxy card?

It means that you have multiple holdings reflected in our stock transfer records and/or in accounts with stockbrokers. Please sign, date and return, or vote by telephone or internet with respect to, ALL proxy cards to ensure that all your shares are voted.

What options do I have in voting on each of the proposals?

You may vote “FOR,” “AGAINST” or “ABSTAIN” on any proposal that may properly be brought before the meeting.

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 card included with this proxy statement indicates the number of shares owned by an account attributable to you.

How many votes are needed for approval of each proposal?

Except with respect to the approval of directors, all matters properly brought before the meeting must receive the affirmative vote of a majority of the shares represented and voting at the meeting.

Please also note that the election of directors is considered to be a non-routine matter. As a result, if your shares are held by a broker or other fiduciary, it cannot vote your shares on this matter unless it has received voting instructions from you.

Broker non-votes will not be counted as represented and voting at the meeting and therefore will not have an effect on any matter presented at the annual meeting, but will count for purposes of determining whether or not a quorum is present since a routine matter (the ratification of the appointment of our independent registered public accounting firm) is on the proxy ballot. Similarly, abstentions will be considered in determining the presence of a quorum, but will not affect the outcome of any of the proposals considered at the meeting.

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 our transfer agent at:

Computershare
P. O. Box 43006
Providence, RI 02940-3006;

- sending notice to our transfer agent, at the address above, that you are revoking your proxy;
- timely submitting another proxy via telephone or the internet; or
- voting online at the meeting.

If you hold your shares in the name of your broker and desire to revoke your proxy, you will need to contact your broker to revoke your proxy.

How many shares do we need to have represented at the meeting 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 in order to hold the meeting and conduct business. Virtual attendance at the annual meeting using the control number included on the proxy card constitutes “in person” for purposes of determining a quorum at the annual meeting.

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

- is present virtually (by logging into the meeting and using the control number included on the proxy card) at the virtual meeting; or
- has properly submitted a signed proxy card or other proxy.

On April 5, 2023, the record date, there were 5,215,925 shares of common stock outstanding. Therefore, at least 2,607,963 shares need to be present at the annual meeting to hold the meeting and conduct business.

What happens if a nominee is unable to stand for 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. Proxies cannot be voted for more than four nominees. The board has no reason to believe any nominee will be unable to stand for election.

Where do I find the voting results of the meeting?

If available, we will announce voting results at the meeting. The voting results will also be disclosed in a Current Report on Form 8-K that we will file with the Securities and Exchange Commission within four business days after the annual 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 Landmark Bancorp or its subsidiaries may solicit proxies in person, by telephone or by e-mail. These persons will not receive any special or additional compensation for soliciting proxies. We may reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders.

PROPOSAL 1 – ELECTION OF DIRECTORS

At the annual meeting of the stockholders to be held on May 24, 2023, our stockholders will be entitled to elect four Class I directors for a term expiring at the 2026 annual meeting of stockholders or until their successors are elected and qualified. Landmark Bancorp’s directors are divided into three classes having staggered terms of three years.

We have no knowledge that any of the nominees will refuse or be unable to serve, but if any of the nominees becomes unavailable for election, the holders of the proxies reserve the right to substitute another person of their choice as a nominee when voting at the meeting.

Set forth below is information concerning the nominees for election and for the other directors whose terms of office will continue after the meeting, including their age, the year first elected as director and their business experience during the previous five years. Unless otherwise noted, the directors have been employed in their principal occupation with the same organization for at least the last five years. The nominees, if elected at the annual meeting of stockholders, will serve as Class I directors for three-year terms expiring at the 2026 annual meeting of stockholders or until their successors are elected and qualified.

We unanimously recommend that you vote “FOR” each of the nominees for director. Unless you vote “AGAINST” the nominees or “ABSTAIN”, the shares represented by the enclosed proxy card, if executed and returned, will be voted “FOR” the election of the nominees proposed by the board of directors.

NOMINEES

<u>Name</u>	<u>Age</u>	<u>Position with Landmark Bancorp and Landmark National Bank</u>	<u>Director Since⁽¹⁾</u>
CLASS I (Term Expires 2026)			
Sarah Hill-Nelson	53	Director of Landmark Bancorp and Landmark National Bank	2011
David H. Snapp	67	Director of Landmark Bancorp and Landmark National Bank	1986
Angela S. Hurt	47	Nominee for Director of Landmark Bancorp and Landmark National Bank	---
Angelia K. Stanland	59	Nominee for Director of Landmark Bancorp and Landmark National Bank	---

CONTINUING DIRECTORS

<u>Name</u>	<u>Age</u>	<u>Position with Landmark Bancorp and Landmark National Bank</u>	<u>Director Since⁽¹⁾</u>
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CLASS II (Term Expiring 2024)

Richard A. Ball	70	Director of Landmark Bancorp and Landmark National Bank	1995
Sandra J. Moll	59	Director of Landmark Bancorp and Landmark National Bank	2018
Wayne R. Sloan	69	Director of Landmark Bancorp and Landmark National Bank	2013

<u>Name</u>	<u>Age</u>	<u>Position with Landmark Bancorp and Landmark National Bank</u>	<u>Director Since⁽¹⁾</u>
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CLASS III (Term Expires 2025)

Patrick L. Alexander	70	Chairman and Director of Landmark Bancorp and Landmark National Bank	1990
Jim W. Lewis	67	Director of Landmark Bancorp and Landmark National Bank	1991
Michael E. Scheopner	61	President, Chief Executive Officer and Director of Landmark Bancorp and Landmark National Bank	2013

(1) Indicates the year first elected or appointed to the board of directors of Landmark Bancorp, MNB Bancshares, Inc. or Landmark Bancshares, Inc. (or their respective banking subsidiaries). MNB Bancshares, Inc. and Landmark Bancshares, Inc. are the predecessor companies to Landmark Bancorp.

Board of Directors Statistics

In accordance with the Nasdaq Listing Rule 5606, each Nasdaq-listed company must disclose annually information on each director's voluntary self-identified characteristics. The table below includes information on the diversity of Landmark's current board of directors based upon such information voluntarily provided by each director. Two of our directors chose not to provide their self-identified characteristics. Ms. Hunt and Ms. Stanland, new nominees for election to the board, have each indicated that she identifies as female.

Board Diversity Matrix (As of April 20, 2023)

	Female	Male
Total Number of Directors	9	
Part I: Gender Identity		
Directors	1	6
Did Not Disclose Gender Identity	2	

Part II: Demographic Background		
White	1	6
Did Not Disclose Demographic Background	2	

Board Diversity Matrix (As of April 14, 2022)

	Female	Male
Total Number of Directors	9	
Part I: Gender Identity		
Directors	1	6
Did Not Disclose Gender Identity	2	
Part II: Demographic Background		
White	1	6
Did Not Disclose Demographic Background	2	

All of our directors will hold office until the annual meeting of stockholders held in the year indicated or until their respective successors are duly elected and qualified, or until their earlier death, resignation, removal or disqualification. There are no arrangements or understandings with any of the directors or nominees pursuant to which they have been selected as nominees or directors. No director or executive officer is related to any other director or executive officer of Landmark Bancorp or Landmark National Bank by blood, marriage or adoption. No nominee or director has been a director of another “public corporation” (i.e., subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the “Exchange Act”) or of any investment company within the past five years.

The business experience of each nominee and continuing director, as well as their qualifications to serve on the board, are as follows:

Patrick L. Alexander has served as Chairman of Landmark Bancorp and Landmark National Bank since January 2019, previously serving as Executive Chairman from January 2014 to December 2018. Mr. Alexander previously served as President and Chief Executive Officer of Landmark Bancorp and Landmark National Bank from October 2001 until stepping down as President in May 2013 and until stepping down as Chief Executive Officer effective January 2014. Mr. Alexander has also served on the boards of directors of Landmark Bancorp and Landmark National Bank since October 2001, becoming Chairman in May 2013. Mr. Alexander became President and Chief Executive Officer of the Manhattan Federal Savings and Loan Association (the predecessor to Security National Bank) in 1990 and became the President and Chief Executive Officer of MNB Bancshares and Security National Bank in 1992 and 1993, respectively. From 1986 to 1990, Mr. Alexander served as President of the Kansas State Bank of Manhattan. We consider Mr. Alexander to be a qualified candidate for service on the board, the Audit Committee and the Compensation Committee due to his experience in the financial services industry and the intimate familiarity with Landmark Bancorp’s operations that he has acquired in senior leadership positions with Landmark Bancorp.

Richard A. Ball, a certified public accountant, is the President of Ball Consulting Group, Ltd. He has served as a Board Chairman of the Great Bend Chamber of Commerce, Great Bend United Way, Petroleum Club and Barton County Community College Academic Fund Campaign. He has also served on the boards of the Kiwanis Club, Cougar Booster Club, Downtown Development, Mid-Kansas Economic Development and the Kansas Oil & Gas Museum Committee. We consider Mr. Ball to be a qualified candidate for service on the board, the Audit Committee and the Nominating and Governance Committee due to his prominence in the Great Bend market area, as well as his familiarity with accounting principles and his general business experience.

Sarah Hill-Nelson is the President and Chief Executive Officer of The Bowersock Mills & Power Company, which operates a hydroelectric power plant in Lawrence, Kansas. Ms. Hill-Nelson is a member of the Lawrence Chamber of Commerce and has served in leadership positions on several boards, including President of the Douglas County CASA Board and Vice President of the City of Lawrence Sustainability Advisory Board and Treasurer of

Friends of Lawrence Area Trails. We consider Ms. Hill-Nelson to be a qualified candidate for service on the board and the Audit Committee due to the skills and expertise she has acquired in running a local business, as well as her involvement in the Lawrence market.

Angela S. Hurt is the President and Chief Executive Officer of Veracity Consulting, Inc., a business and technology consulting firm that helps organizations execute on their strategic initiatives and business goals, which she founded in 2006. Ms. Hurt currently serves on the board of the Kansas City Tech Council and is the incoming President for the Kansas City Chapter of the Young Presidents' Organization. She has also served on the board for the Kansas City Sports Commission, Women's Employment Network, Enterprise Center in Johnson County, American Indian Enterprise and Business Council, KU Endowment Association and UMKC Women's Center. We consider Ms. Hurt to be a qualified candidate for service on the board due to the skills and expertise she has demonstrated in running a local business, as well as her involvement in the Kansas City market.

Jim W. Lewis is the past owner of Lewis Automotive Group, which includes several dealerships in Kansas. Mr. Lewis is a member of the Dodge City Area Chamber of Commerce and previously served as a member of the Governor's Council of Economic Advisors for the State of Kansas. He also serves on the board of directors of the Higher Education Council for Kansas and the Dodge City Community College. He was a founding member of The Alley, a community teen center in Dodge City. We consider Mr. Lewis to be a qualified candidate for service on the board and the Audit Committee due to the skills and expertise he has demonstrated in running a local business, as well as his prominence in several of our market areas.

Sandra J. Moll is the owner of Advanced Business Solutions, LLC, a service organization based in Paola, Kansas, focused on assisting and providing solutions for financial institutions and small and medium businesses. In addition, Ms. Moll works with executives in an advisory capacity across the nation in strategic planning initiatives and executive management. Ms. Moll previously served on the board of KC One Heart. She is a co-founder of the nonprofit PATH that serves the Miami County, Kansas communities as well as veterans across the United States. We consider Ms. Moll to be a qualified candidate for service on the board, the Audit Committee and the Nominating and Governance Committee due to the financial skills and extensive expertise she has acquired in her leadership roles in the financial services industry and the expertise she has acquired in running a local business, as well as her involvement in several of our market areas.

Michael E. Scheopner has served as President of Landmark Bancorp and Landmark National Bank since May 2013 and as Chief Executive Officer since January 2014. Previously, he had served as an Executive Vice President and Credit Risk Manager of Landmark National Bank from October 2001 to May 2013. Mr. Scheopner served as an Executive Vice President of Security National Bank from March 1998 to October 2001 and as a Senior Vice President of Security National Bank from May 1996 to March 1998. We consider Mr. Scheopner to be a qualified candidate for service on the board due to his experience in the financial services industry and the intimate familiarity with our organization's operations that he has acquired in senior leadership positions within our organization.

Wayne R. Sloan is the Chairman of the Board of BHS Construction, Inc., a general construction firm in Manhattan, Kansas, a position he has held since January 2021. Previously, he was the President of BHS Construction, Inc. since 1982. He currently serves on the board and is a past President of the Pawnee Mental Health Foundation Board. He also currently serves on the Business Advocacy Committee of the Manhattan Area Chamber of Commerce. He has previously served as the President of the State Alliance of Boys and Girls Clubs. He also served as President of the Associated General Contractors of Kansas and the President of the Boys and Girls Club of Manhattan. He also served as the Chairman of the Board of the Manhattan Area Chamber of Commerce. We consider Mr. Sloan to be a qualified candidate for service on the board, the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee due to the skills and expertise he has acquired in running a local business, as well as his involvement in the Manhattan market.

David H. Snapp is the owner of the David H. Snapp, LC law firm in Dodge City, Kansas. Mr. Snapp serves as a board member of Arrowhead West, Inc., a mental and physical rehabilitation center, and the Catholic Charities

of Southwest Kansas, Inc. and has previously served as the past President of the Community Foundation of Southwest Kansas. Mr. Snapp is the past President of the Santa Fe Trail Council of the Boy Scouts of America. Mr. Snapp is also a member of the Kansas Title Standards Committee for real estate transactions and is a member of the Kansas Judicial Council Probate Advisory Committee. We consider Mr. Snapp to be a qualified candidate for service on the board and the Compensation Committee due to his legal skills and expertise, along with the expertise that he has acquired in running a local business and his prominence in the Dodge City market.

Angelia K. Stanland is the Chief of Staff for The Illig Family Enterprise Company. She has previously served as the Vice-President of Recruiting and Associate Service for Cerner Corporation from August 2004 until January 2019. Ms. Stanland has served on the Board of Trustees for Coker University, including a term as the Chairman of the Board and is currently on the Board's Executive Committee. She also serves on the American Royal Board, including a term as the Chairman of the Board and is currently on the Board's Executive Committee. She has previously served on the board of the Kansas City Convention and Visitor's Association as well as numerous other nonprofit boards. We consider Ms. Stanland to be a qualified candidate for service on the board due to the skills and expertise she has demonstrated in the human resources field, as well as her involvement in the Kansas City market.

In addition, the business experience for each of our executive officers not otherwise discussed above is as follows:

Mark A. Herpich, age 55, has served as Vice President, Secretary, Treasurer and Chief Financial Officer of Landmark Bancorp and as Executive Vice President, Secretary and Chief Financial Officer of Landmark National Bank since October 2001. Previously, he held these same positions at MNB Bancshares and Security National Bank from September 1998 to October 2001. Mr. Herpich served as a Senior Manager and certified public accountant at KPMG LLP from August 1989 to September 1998.

Mark J. Oliphant, age 70, served as Executive Vice President and Market President – Central Region since February 2013 until his retirement at the end of December 2022. He served as a Market President of Landmark National Bank since October 2001. He also served as the Executive Vice President – Retail Banking of Landmark National Bank from 2012 to 2015. Prior to joining Landmark National Bank, Mr. Oliphant served as a Market President for Bank of America in Dodge City, Kansas from January 1998 to October 2001 and as Senior Vice President – Head of Commercial Lending from July 1997 to January 1998 for Bank of America in Dodge City.

None of the executive officers were selected as an officer pursuant to any arrangement or understanding with any other person.

CORPORATE GOVERNANCE AND THE BOARD OF DIRECTORS

We currently have nine directors serving on our board, a majority of whom are “independent,” as that term is defined by The Nasdaq Stock Market LLC (“Nasdaq”). Our board of directors has evaluated the independence of its members based upon the rules of Nasdaq and the Securities and Exchange Commission. Applying these standards, our board of directors has affirmatively determined that, with the exception of Mr. Scheopner, who is an executive officer, each of our current directors is an independent director, as defined under the applicable rules. If elected, we expect that both Ms. Hunt and Ms. Stanland will be considered independent directors.

Generally, the board oversees our business and monitors the performance of our management. In accordance with our corporate governance procedures, the board does not involve itself in the day-to-day operations of Landmark Bancorp, which are monitored by our executive officers and management. Our directors fulfill their duties and responsibilities by attending regular meetings of the full board, with additional special meetings held from time to time. Our directors also discuss business and other matters with Mr. Scheopner, other key executives and our principal external advisers (legal counsel, auditors and other consultants) at times other than regularly scheduled meetings when appropriate.

The board of directors has, in addition to other committees, an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. The current charters of each of these committees are available on Landmark Bancorp's website at www.landmarkbancorpinc.com under "Corporate Overview — Corporate Governance." Our website also contains a general description about us, as well as our Code of Business Conduct and Ethics. Additionally, we maintain a separate website for Landmark National Bank at www.banklandmark.com that contains a description of our banking services and products.

The board held seven regularly scheduled and special meetings during 2022. During 2022, all directors attended at least 75 percent of the meetings of the board and the committees on which they served. Although we do not have a formal policy regarding director attendance at the annual meeting, we encourage and expect all of our directors to attend. Last year, all of the directors serving at that time were present at the annual meeting.

Audit Committee

Messrs. Alexander, Ball, Bowman, Lewis and Sloan and Mmes. Hill-Nelson and Moll currently serve as members of the Audit Committee with Mr. Ball serving as chairman. Messrs. Alexander, Ball, Bowman, Lewis and Sloan and Mmes. Hill-Nelson and Moll served as members of the Audit Committee in 2022, with Mr. Ball serving as Chairman. Each of these members is "independent," according to the listing standards set forth by Nasdaq and Rule 10A-3 of the Exchange Act, and the board believes that each member of the committee possesses the necessary skills and qualifications to critically analyze our financial statements and financial reporting process. Further, the board has determined that Mr. Ball qualifies as an "audit committee financial expert" under the rules of the Securities and Exchange Commission. The board based this decision on Mr. Ball's education and professional experience as a certified public accountant and familiarity with accounting principles. Effective at the end of this year's annual meeting, Mr. Bowman will be retiring from our board, and at such time will no longer be a member of the Audit Committee.

The functions performed by the Audit Committee include, but are not limited to, the following:

- selecting and managing the relationship with our independent registered public accounting firm;
- reviewing the independence of the independent registered public accounting firm;
- reviewing actions by management on recommendations of the independent registered public accounting firm and internal audit staff;
- meeting with management, internal audit staff and the independent registered public accounting firm to review the effectiveness of our system of internal control over financial reporting and internal audit procedures;
- reviewing our earnings releases and reports filed with the Securities and Exchange Commission; and
- reviewing reports of bank regulatory agencies and monitoring management's compliance with recommendations contained in those reports.

To promote independence of the audit function, the Audit Committee consults separately and jointly with the independent registered public accounting firm, internal audit staff and management. Our internal audit staff reports directly to the committee on audit and compliance matters. The committee also reviews and approves the scope of the annual external audit and consults with the independent registered public accounting firm regarding the results of their auditing procedures. We have adopted a written charter, which sets forth the Audit Committee's duties and responsibilities. A copy of the charter is currently available on our website at www.landmarkbancorpinc.com under "Corporate Overview — Corporate Governance." The Audit Committee for Landmark Bancorp met eight times in 2022.

Compensation Committee

Messrs. Alexander, Sloan and Snapp currently serve as members of the Compensation Committee with Messr. Sloan serving as Chairman. Messrs. Alexander, Sloan and Snapp served as members of the Compensation Committee in 2022, with Mr. Sloan serving as Chairman. Each of the members is “independent,” as such term is defined by Nasdaq listing requirements and a “non-employee” director under Section 16 of the Exchange Act.

The Compensation Committee has overall responsibility for evaluating the compensation plans, policies and programs relating to the Chief Executive Officer and executive officers of Landmark Bancorp. The Chief Executive Officer conducts annual performance reviews for the executive officers, and the Compensation Committee considers the Chief Executive Officer’s assessment of each executive officer’s individual performance and his salary recommendations for the other executive officers when determining executive officer compensation. The Compensation Committee evaluates the Chief Executive Officer’s performance and establishes his compensation. The Chief Executive Officer is not present at and does not participate in Compensation Committee discussions or decisions relating to his compensation. In determining the compensation level of the Chief Executive Officer, the Compensation Committee considers the performance of the Company, stockholder returns, the compensation levels of the Chief Executive Officer in previous years, the compensation levels of the chief executive officer at businesses comparable to the Company and any additional factors that the Compensation Committee deems reasonable and appropriate. These same criteria are utilized when reviewing the compensation packages of other executive officers of the Company. The Compensation Committee also has the authority to retain inside advisors and the sole authority to retain and pay outside advisors at its discretion.

In 2022, Blanchard Consulting Group, an independent compensation consultant, was engaged to perform a comparative analysis of our compensation programs for our executive management and our board of directors relative to our peer group. The Compensation Committee utilized the results of the Blanchard Consulting Group’s analysis with respect to administering and overseeing our executive management and board of directors’ compensation programs. The Compensation Committee determined that Blanchard Consulting Group had no known conflicts of interest that would have impaired its independence in advising the committee.

The Compensation Committee’s responsibilities and functions are further described in its charter, which is available on our website at www.landmarkbancorpinc.com under “Corporate Overview — Corporate Governance.” The Compensation Committee met three times in 2022.

Nominating and Governance Committee

Messrs. Ball and Sloan and Ms. Moll currently serve as members of the Nominating and Governance Committee with Messr. Ball serving as Chairman. Messrs. Ball and Sloan and Ms. Moll served as members of the Nominating and Governance Committee in 2022, with Messr. Ball serving as Chairman. Each of the members is “independent,” as such term is defined by Nasdaq. The Nominating and Governance Committee is charged with overseeing our corporate governance programs as well as nominating directors to serve on the board of directors. The Nominating and Governance Committee’s responsibilities and functions are further described in its charter, which is available on our website at www.landmarkbancorpinc.com under “Corporate Overview — Corporate Governance.” The Nominating and Governance Committee met one time in 2022.

Director Nominations and Qualifications

In carrying out its nominating function, the Nominating and Governance Committee evaluates all potential nominees for election, including incumbent directors, board nominees and stockholder nominees, in the same manner. We did not receive any stockholder nominations for the 2023 annual meeting. Generally, the Nominating and Governance Committee believes that, at a minimum, directors should possess certain qualities, including the highest personal and professional ethics and integrity, a sufficient educational and professional background, demonstrated leadership skills, sound judgment, a strong sense of service to the communities which we serve and an ability to meet the standards and duties set forth in our Code of Business Conduct and Ethics. While we do not have a separate

diversity policy, the committee does consider the diversity of its directors and nominees in terms of knowledge, experience, skills, expertise and other demographics which may contribute to the board. The committee also evaluates potential nominees to determine whether they have any conflicts of interest that may interfere with their ability to serve as effective board members and whether they are “independent” in accordance with Nasdaq requirements (to ensure that at least a majority of the directors will, at all times, be independent).

The committee identifies nominees by first evaluating the current members of the board whose terms are set to expire at the upcoming annual stockholder meeting and who are willing to continue in service. Current members of the board with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination. If any member of the board does not wish to continue in service or if the committee or the board decides not to re-nominate a member for re-election, the committee would identify the desired skills and experience of a new nominee in light of the criteria above. With Mr. Bowman indicating to the board that he did not wish to be re-nominated, the committee undertook a search for new director candidates with the assistance of an independent consulting firm that specializes in board training and placement. This search began in 2022 and concluded in 2023. Ms. Hurt and Ms. Stanland were identified through this process and the committee along with other board members met each of Ms. Hunt and Ms. Stanland and determined that they met the qualification requirements to serve as new directors and that their experience and current work will make them valuable directors and have nominated them for election as Class I directors at this year’s annual meeting. The committee also evaluated Mr. Snapp and Ms. Hill-Nelson, incumbent directors, whose terms expire in 2021, and determined that they should be nominated for re-election as directors.

Stockholder Communication with the Board, Nomination and Proposal Procedures

General Communications with the Board. Stockholders may contact our board of directors by contacting Mark A. Herpich, Corporate Secretary, Landmark Bancorp, Inc. at 701 Poyntz Avenue, Manhattan, Kansas 66502 or (785) 565-2000. All communications will be forwarded to the appropriate member of the board of directors unless they are primarily commercial in nature or related to an improper or irrelevant topic.

Nominations of Directors. In accordance with our bylaws, a stockholder may nominate a director for election at an annual meeting of stockholders by delivering written notice of the nomination to our Corporate Secretary, at the above address, not less than 60 days nor more than 90 days prior to the first anniversary date of the previous year’s annual meeting, which means such notice must be delivered to our Corporate Secretary no earlier than February 24, 2024 and no later than March 25, 2024 for the 2024 annual meeting of stockholders. The stockholder’s notice of intention to nominate a director must include: (a) for each person to be nominated: (i) the name, age, business address and residential address of each nominee; (ii) the principal occupation or employment of each nominee; (iii) the class and number of shares of stock owned by the nominee on the date of the notice; and (iv) any information that would be required to be disclosed on Schedule 13D pursuant to Regulation 13D-G under the Exchange Act, in connection with the acquisition of stock, and pursuant to Regulation 14A under the Exchange Act, in connection with the solicitation of proxies with respect to nominees for election as directors, regardless of whether the person is subject to the provisions of such regulations; and (b) as to the stockholder: (i) the name and address of record of the nominating stockholder and the names and addresses of any other stockholders supporting each respective nominee; and (ii) the class and number of shares of stock owned by the nominating stockholder and any other stockholders supporting the nominees on the date of the notice. We may request additional information after receiving the notification for the purpose of determining the proposed nominee’s eligibility to serve as a director. Persons nominated for election to the board pursuant to this paragraph will not be included in our proxy statement.

Other Stockholder Proposals. To be considered for inclusion in our proxy statement and form of proxy for our 2024 annual meeting of stockholders, stockholder proposals must be received by our Corporate Secretary, at the above address, no later than December 22, 2023, and must otherwise comply with the notice and other provisions of Securities and Exchange Commission rules and regulations, including Rule 14a-8 under the Exchange Act.

For proposals to be otherwise brought by a stockholder and voted upon at an annual meeting, the stockholder must file written notice of the proposal to our Corporate Secretary on or before 60 days in advance of the first

anniversary of the previous year's annual meeting, which, for the 2024 annual meeting of stockholders, means such notice must be filed with our Corporate Secretary on or before March 25, 2024. Stockholder proposals brought pursuant to this paragraph will not be included in our proxy statement.

Board Leadership Structure

Currently, the positions of Chairman of the Board and Chief Executive Officer are held by separate people, with Mr. Alexander serving as Chairman of the Board and Mr. Scheopner serving as Chief Executive Officer. We currently believe this is the most appropriate structure for Landmark Bancorp. The Chairman of the Board provides leadership to the board and works with the board to define its structure and activities in the fulfillment of its responsibilities. The Chairman of the Board also provides input to management with respect to setting the board agendas, facilitates communication among directors, works with the Chief Executive Officer to provide an appropriate information flow between management and the board and presides at meetings of the board of directors and stockholders. With the Chairman of the Board's assumption of these duties, the Chief Executive Officer may place a greater focus on the strategic and operational aspects of Landmark Bancorp. We also believe that ultimately our board feels a greater sense of involvement and brings a wider source of perspective as a result of this structure, from which Landmark Bancorp and its stockholders benefit.

Independent Director Sessions

Although the Chairman of the Board is an independent director, we have a separate lead independent director who organizes and presides at sessions of our independent directors. Currently, Mr. Bowman serves as our lead independent director. Mr. Bowman will retire effective at the end of this year's annual meeting, and following the annual meeting, the board will consider and is expected to appoint a new lead independent director. Consistent with Nasdaq listing requirements, the independent directors regularly have the opportunity to meet without the non-independent directors present following every scheduled board meeting.

Board's Role in Risk Oversight

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including general economic risks, credit risks, regulatory risks, audit risks, reputational risks, cyber risks and others, such as the impact of competition. Management is responsible for the day-to-day management of risks the Company faces, while the board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

While the full board of directors is charged with ultimate oversight responsibility for risk management, various committees of the board and members of management also have responsibilities with respect to our risk oversight. In particular, the Audit Committee plays a large role in monitoring and assessing our financial, legal and organizational risks and receives regular reports from the management team regarding comprehensive organizational risk as well as particular areas of concern. The board's Compensation Committee monitors and assesses the various risks associated with compensation policies and oversees incentives that encourage a level of risk taking consistent with our overall strategy. Additionally, our Senior Vice President – Chief Credit Officer and loan review staff are directly responsible for overseeing our credit risk.

We believe that establishing the right "tone at the top" and providing for full and open communication between management and our board of directors are essential for effective risk management and oversight. Our executive management meets regularly with our other senior officers to discuss strategy and risks facing the Company. Senior officers attend many of the board meetings or, if not in attendance, are available to address any questions or concerns raised by the board on risk-management-related and any other matters. Additionally, each of our board-level committees provides regular reports to the full board and apprises the board of our comprehensive risk profile and any areas of concern.

Code of Business Conduct and Ethics

We have a Code of Business Conduct and Ethics in place that applies to all of our directors and employees. The code sets forth the standard of ethics that we expect all of our directors and employees to follow, including our Chief Executive Officer and Chief Financial Officer. The code is posted on our website at www.landmarkbancorpinc.com under “Corporate Overview — Corporate Governance.” We intend to satisfy the disclosure requirements under Item 5.05(c) of Form 8-K regarding any amendment to or waiver of the code with respect to our Chief Executive Officer and Chief Financial Officer, and persons performing similar functions, by posting such information on our website.

Anti-Hedging Policy

The Company’s directors, officers and employees are subject to an Insider Trading Policy. The Insider Trading Policy prohibits the Company’s directors, officers and employees from entering into any hedging transactions with respect to the Company’s securities, including but not limited to the purchase or use of, directly or indirectly through any other person or entity, any stock option, prepaid variable forward contracts, equity swaps, collars, exchange funds or any other investment designed to offset any decrease in the market value of the Company’s securities. To our knowledge, each director, officer and employee of the Company is in compliance with this policy.

Director Compensation

In 2022, the Landmark Bancorp board of directors met seven times. Landmark Bancorp’s directors (other than Mr. Alexander) received a quarterly retainer of \$5,000 for serving on the board of directors, supplemented by a \$2,000 fee paid for attending non-telephonic board meetings, except for the May and December meetings for which they received a \$1,000 fee. Mr. Alexander received a quarterly retainer of \$10,000 for serving as Chairman of Landmark Bancorp and a \$4,000 fee for each non-telephonic board meeting he attended, except for the May and December meetings for which he received a \$2,000 fee. In addition, all non-employee directors received an award of restricted stock with a grant date fair value of approximately \$10,000. The table below illustrates the compensation of our non-employee directors in 2022.

Landmark Bancorp has assumed deferred compensation agreements entered into by Messrs. Ball and Snapp as directors of Landmark Bancshares, Inc., a predecessor company of Landmark Bancorp. Under the deferred compensation agreements, the Company maintains a deferred compensation account for each of Messrs. Ball and Snapp. The Company may contribute to such accounts from time to time, although it does not do so currently. On an annual basis, the deferred compensation accounts are credited for earnings or losses, as the case may be, based on the performance of certain measurement funds. As of December 31, 2022, the account balances were \$486,911 and \$29,771 for Messrs. Ball and Snapp, respectively. The deferred compensation accounts will be distributed to each director in 120 monthly installments upon the retirement of the director from the board following his 65th birthday or to his beneficiary in the event of his death prior to normal retirement age. Because Messrs. Ball and Snapp have attained age 65, they will qualify for such a distribution upon their retirement. Should Messrs. Ball and Snapp cease to be members of the board of directors for any reason other than retirement or death, they would receive the balance of their deferred compensation account in a lump sum distribution at the time of termination.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Total (\$)
(a)	(b)	(c)	(h)
Patrick L. Alexander	60,000	9,992	69,992
Richard A. Ball	30,000	9,992	39,992
Brent A. Bowman	29,000	9,992	38,992
Sandra J. Moll	30,000	9,992	39,992
Sarah Hill-Nelson	30,000	9,992	39,992
Jim W. Lewis	30,000	9,992	39,992
Wayne R. Sloan	30,000	9,992	39,992
David H. Snapp	30,000	9,992	39,992

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- (1) Amounts reflect the aggregate grant date fair value of restricted stock awards granted in 2022 computed in accordance with FASB ASC Topic 718. In 2022, each non-employee director was granted 411 shares of restricted stock (as adjusted for subsequent stock dividends), which vest 100% on May 24, 2023. For a discussion of the assumptions used to establish the valuation of the restricted stock awards, reference is made to Note 18 of the Notes to the Consolidated Financial Statements of the Company included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, which was filed with the Securities and Exchange Commission on March 30, 2023.

EXECUTIVE COMPENSATION

Regulatory Impact on Compensation

As a publicly traded financial institution, Landmark Bancorp must comply with multiple layers of regulations when considering and implementing compensation decisions. Although these regulations do not set specific parameters within which compensation decisions must be made, they do require that Landmark Bancorp and the Compensation Committee be mindful of the risks associated with compensation programs designed to incentivize superior performance.

Under the FDIC's 2015 *Interagency Guidelines Establishing Standards for Safety and Soundness*, excessive compensation is prohibited as an unsafe and unsound practice. When determining whether compensation is excessive, the FDIC has directed financial institutions to consider whether aggregate cash amounts paid or noncash benefits provided to an employee are unreasonable or disproportionate to the services the employee performs. The *Safety and Soundness* standards set forth a framework within which financial institutions should evaluate an employee's compensation, with factors including compensation history, internal pay equity, and, if appropriate, comparable compensation practices at peer institutions. This framework also requires Landmark Bancorp to consider its overall financial condition.

Separately, the FDIC, the Federal Reserve, the Office of the Comptroller of the Currency and the Office of Thrift Supervision together issued the *Guidance on Sound Incentive Compensation Policies* (the "Joint Guidance") in 2010. The Joint Guidance complements the *Safety and Soundness* standards and establishes a framework within which financial institutions must assess the soundness of their incentive compensation plans, programs and arrangements. Because the Joint Guidance is limited to senior executive officers and those other individuals who, either alone or as a group, could pose a material risk to the financial institution, it is somewhat narrower in scope than the *Safety and Soundness* standards. With respect to those individuals to which it applies, the Joint Guidance aims to ensure that any available incentive compensation arrangements appropriately balance risk and reward, are compatible with effective controls and risk management and have the support of strong corporate governance.

In addition to the foregoing, proposed rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") that intend to implement further risk assessment guidelines and procedures may eventually be finalized by the financial institution regulatory agencies and the SEC. It is likely that Landmark Bancorp will be subject to those further guidelines and procedures if and when they become finalized and effective. During 2011, the regulatory agencies issued initial proposed guidance with respect to the Dodd-Frank Act risk assessment guidelines and procedures, and they revised and re-proposed this guidance in 2016. Depending on whether and when the proposed rules are finalized, the earliest they would likely apply to Landmark Bancorp is for performance periods beginning on or after January 1, 2024. In large part, any guidance under the Dodd-Frank Act would likely restate and codify the frameworks presently set forth in the *Safety and Soundness* standards and the Joint Guidance. The Compensation Committee, with the assistance of its advisors and Landmark Bancorp management, continues to monitor the status of compensation-related rules and regulations under the Dodd-Frank Act.

Landmark Bancorp is also subject to the SEC's rules regarding risk assessment, which apply to all publicly traded companies. The SEC rules require Landmark Bancorp to determine whether any of its existing incentive compensation plans, programs or arrangements create risks that are reasonably likely to have a material adverse effect on Landmark Bancorp. The Compensation Committee has determined that Landmark Bancorp's incentive compensation plans, programs and arrangements do not create risks that are reasonably likely to have a material adverse effect on Landmark Bancorp.

The Compensation Committee believes that its regular, overall assessment of the compensation plans, programs and arrangements established for Landmark Bancorp's named executive officers includes a sensible, responsible approach toward balancing risks and rewarding reasonable, but not necessarily easily attainable, goals. The Compensation Committee has revisited the frameworks set forth in the *Safety and Soundness* standards and the Joint Guidance, as both are effective parts of the Compensation Committee's

overall assessment of the balance between risk and reward in Landmark Bancorp's compensation arrangements. The Compensation Committee believes Landmark Bancorp has adequate policies and procedures in place to balance and control any risk taking that may be incentivized by the employee compensation plans. The Compensation Committee further believes that such policies and procedures will work to limit the risk that any employee would manipulate reported earnings in an effort to enhance his or her compensation.

When making decisions about executive compensation, Landmark Bancorp considers, in addition to the above, the impact of other regulatory provisions, including: Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), regarding the tax deductibility of certain compensation; Section 409A of the Code regarding nonqualified deferred compensation; Sections 4999 and 280G of the Code regarding excise taxes and deduction limitations on golden parachute payments made in connection with a change in control; and the impact of FASB ASC Topic 718, which requires Landmark Bancorp to recognize the compensation cost of grants of equity awards based upon their grant date fair value.

In October 2022, the SEC adopted final clawback rules. In February 2023, Nasdaq released its proposed rule implementing the final clawback rules. If the Nasdaq's proposed rule is approved by the SEC, we will need to implement a clawback policy, which will be disclosed in the proxy statement for our 2024 annual meeting of stockholders.

Stockholders' Say-on-Pay Vote

At Landmark Bancorp's 2022 annual meeting of stockholders, the stockholders overwhelmingly approved the non-binding advisory proposal on the 2021 compensation of our named executive officers required pursuant to Section 14A of the Exchange Act with approximately 84% of the votes cast in favor of the proposal. We received no specific feedback from our stockholders concerning our executive compensation program during the past year. The Compensation Committee considered this approval a reflection of the stockholders' favorable view of our compensation program. The Compensation Committee did not specifically rely on the results of the vote in making any compensation-related decisions during 2022. Based on the preference expressed by stockholders at the 2019 annual meeting in their vote regarding the frequency of future say-on-pay votes required by Section 14A of the Exchange Act, and consistent with the board's previous recommendation, the board determined to conduct an advisory vote on executive compensation every three years. Accordingly, the next non-binding, advisory vote on executive compensation is being held at the 2025 annual meeting of stockholders.

Summary of Compensation Paid to Named Executive Officers

The table below sets forth the following information for our Chief Executive Officer and our two other most highly paid executive officers: (i) the dollar value of base salary and bonus earned during the years ended December 31, 2022 and 2021; (ii) the aggregate grant date fair value of stock awards granted during these years, computed in accordance with FASB ASC Topic 718; (iii) the dollar value of earnings for services pursuant to awards granted during these years under our non-equity incentive plans; (iv) all other compensation for these years; and (v) the dollar value of total compensation for these years.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(i)	(j)
Michael E. Scheopner President and Chief Executive Officer	2022	425,000	22,880	74,992	—	22,880	61,788	607,540
	2021	405,000	39,053 ⁴	—	49,986	43,688	64,699	602,426
Mark A. Herpich Executive Vice President and Chief Financial Officer	2022	268,750	18,760	39,994	—	18,760	25,986	372,250
	2021	256,250	33,828 ⁴	—	27,494	35,832	26,016	379,420
Mark J. Oliphant Executive Vice President and Market President – Central Region	2022	207,000	9,160	—	-0-	9,160	17,714	243,034
	2021	200,000	11,624	—	12,498	17,480	17,295	258,897

- (1) The amounts set forth in the “Stock Awards” and “Option Awards” columns reflect the aggregate grant date fair value of stock and option awards granted to each of our named executive officers in each of the years ended December 31, 2022 and 2021 computed in accordance with FASB ASC Topic 718. In 2022, Messrs. Scheopner and Herpich were granted 3,089 and 1,647 shares of restricted stock (each as adjusted for subsequent stock dividends), respectively, which shares vest 25% each year over four years. In 2021, Messrs. Scheopner, Herpich and Oliphant were granted options to purchase 9,753, 5,364 and 2,439 shares of common stock (each as adjusted for subsequent stock dividends), respectively, with an exercise price of \$25.17 per share (as adjusted for subsequent stock dividends) which options vest 25% each year over four years. For a discussion of the assumptions used to establish the valuation of the restricted stock and stock option awards, reference is made to Note 18 of the Notes to the Consolidated Financial Statements of the Company included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, which was filed with the Securities and Exchange Commission on March 30, 2023.
- (2) Represents annual non-equity incentive plan awards paid as a result of the attainment of specific earnings per share growth, specific asset quality goals and return on average assets goals relating to the prior fiscal year. The objective performance goals are set at the beginning of each year by the Compensation Committee.
- (3) For 2022, amounts include Company contributions to Landmark Bancorp’s 401(k) Profit Sharing Plan of \$18,300, \$18,300 and \$14,166, for Messrs. Scheopner, Herpich and Oliphant, respectively, and board fees of \$30,000 for Mr. Scheopner. The remainder of the amounts reported in all other compensation, includes a car allowance of \$4,533, \$891 and \$3,548 for Messrs. Scheopner, Herpich and Oliphant, respectively, and country club dues of \$8,955 and \$6,795 for Messrs. Scheopner and Herpich, respectively.
- (4) The amounts actually paid to Messrs. Scheopner and Herpich for 2021 were \$39,053 and \$33,828, respectively. In last year’s proxy statement, these amounts were incorrectly reported as \$29,053 and \$23,828, respectively.

Employment Agreements

In December 2013, we entered into employment agreements with each of Messrs. Scheopner, Herpich and Oliphant, effective January 1, 2014, November 1, 2013 and November 1, 2013, respectively.

Mr. Scheopner’s agreement provides for an initial two-year term that renews for an additional one-year term on each anniversary of its original effective date (so that, as of each anniversary date of the effective date, the agreement will always have a two-year term), unless either party gives notice of its intention to terminate the agreement not less than 90 days prior to the anniversary date. Pursuant to his employment agreement, Mr. Scheopner is currently entitled to receive a base salary of \$450,000, subject to further annual review and potential increase by the board. Mr. Scheopner is also entitled to receive a performance bonus based on performance criteria selected by the Compensation Committee, a country club membership, a car allowance and such other benefits as are provided to our other executive officers. For 2021 and 2022, the performance bonus criteria selected by the Compensation Committee are set forth in footnote 2 of the Summary Compensation Table above.

Mr. Herpich's and Mr. Oliphant's employment agreements each provide for an initial one-year term that automatically renews on each anniversary of its original effective date unless either party gives notice of its intention to terminate the agreement not less than 90 days prior to the anniversary date. Pursuant to their respective employment agreements, Mr. Herpich is currently entitled to receive a base salary of \$275,500, and is subject to further annual review and potential increase by the board. Mr. Oliphant retired on December 31, 2022, and his employment agreement has expired. They are also entitled to receive a performance bonus based on performance criteria selected by the Compensation Committee, a country club membership, a car allowance and such other benefits as are provided to our other executive officers. For 2021 and 2022, the performance bonus criteria selected by the Compensation Committee are set forth in footnote 2 of the Summary Compensation Table above.

The employment agreement for each of Messrs. Scheopner, Herpich and Oliphant provides for severance benefits in the event of termination by the Company other than for cause or by the officer for good reason, and enhanced severance benefits in the event of either type of termination within six months prior to or 24 months following a change in control of the Company or in the event of a voluntary termination by the officer within 29 days following a change in control. All severance benefits under the agreements are contingent upon the officer's execution and non-revocation of a general release and waiver of claims against the Company and its affiliates. Each agreement includes a "clawback" provision should any severance benefits require recapture under any applicable law. Each agreement also provides that, if necessary, severance benefits will be reduced to an amount that is one dollar less than the maximum amount payable without loss of a deduction under Section 280G of the Code. For additional information on each named executive officer's severance benefits, See the "Benefits upon Termination or a Change of Control" section below.

Each executive is also subject to an 18-month non-compete and non-solicit restrictive covenant following termination of employment.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information on outstanding options and unvested restricted stock held by the individuals named in the Summary Compensation Table as of December 31, 2022, including the number of shares underlying both exercisable and unexercisable portions of each stock option as well as the exercise price and the expiration date of each outstanding option. The number of equity awards and exercise prices of options presented in the table below have been adjusted to reflect subsequent stock dividends.

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#) ⁽¹⁾	Option Exercise Price (\$)	Option Expiration Date ⁽²⁾	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$) ⁽³⁾
(a)	(b)	(c)	(e)	(f)	(g)	(h)
Michael E. Scheopner	8,523 10,772 2,438	— 3,591 7,315	21.83 19.29 25.17	8/1/2027 8/1/2029 8/1/2031	1,403 ⁽⁴⁾ 3,089 ⁽⁵⁾	31,750 69,904
Mark A. Herpich	4,687 5,925 1,341	— 1,975 4,023	21.83 19.29 25.17	8/1/2027 8/1/2029 8/1/2031	772 ⁽⁴⁾ 1,647 ⁽⁵⁾	17,740 37,272
Mark J. Oliphant	2,133 2,693 610	— 898 1,829	21.83 19.29 25.17	8/1/2027 8/1/2029 8/1/2031	350 ⁽⁴⁾	7,921

- (1) Messrs. Scheopner, Herpich and Oliphant's outstanding stock options granted on August 1, 2019 vest 25% each year over a four-year period beginning August 1, 2020, and their outstanding stock options granted on August 1, 2021 vest 25% each year over a four-year period beginning August 1, 2022.
- (2) All options expire 10 years after the grant date.
- (3) Based on Landmark Bancorp's closing price of \$22.63 on December 30, 2022, the last trading day of the year.
- (4) Messrs. Scheopner, Herpich, and Oliphant's shares of restricted stock were granted on August 1, 2020 and vest 25% each year over a four-year period beginning August 1, 2021.
- (5) Messrs. Scheopner and Herpich's shares of restricted stock were granted on August 1, 2022 and vest 25% each year over a four-year period beginning August 1, 2023.

All outstanding equity awards made to Messrs. Scheopner, Herpich and Oliphant were made pursuant to the Landmark Bancorp, Inc. 2015 Stock Incentive Plan (the "2015 Stock Incentive Plan"). The options were granted with an exercise price equal to the fair market value of the stock on the date of grant.

Equity Compensation Plans

2015 Stock Incentive Plan

On May 20, 2015, the Company stockholders approved the 2015 Stock Incentive Plan. The 2015 Stock Incentive Plan allows for the granting of awards including stock options, restricted stock, restricted stock units, stock appreciation rights, stock awards and cash incentive awards. Under the 2015 Stock Incentive Plan, 250,000 shares of Company common stock were originally reserved for the granting of awards, and this amount is adjusted for the Company's annual stock dividends. As of December 31, 2022, 144,572 shares (as adjusted for stock dividends) remain available for issuance under the 2015 Stock Incentive Plan.

401(k) Profit Sharing Plan

All eligible employees, including our named executive officers, may participate in the Landmark Bancorp, Inc. 401(k) Profit Sharing Plan and are permitted to make elective contributions up to the maximum limits of the Code. We make a matching contribution to the plan equal to 100% of each participant's first 6% of compensation deferred. During the first quarter of each year, we typically make a profit sharing contribution to the plan. Our named executive officers were eligible for participation in accordance with the plan's provisions.

Benefits upon Termination or a Change of Control

Employment Agreements

Pursuant to Mr. Scheopner's employment agreement, if he is terminated without cause or is constructively discharged during the term of his agreement, he will be entitled to receive a lump sum payment in an amount equal to two times the sum of (a) his then-current annual salary, (b) an amount equal to the average of the annual performance bonuses paid to him for the three most recently ended fiscal years and (c) the contributions made for his benefit under all employee retirement plans during the most recently ended fiscal year. The lump sum payment to be made to Mr. Scheopner upon his voluntary termination of employment within 29 days after a change in control of Landmark Bancorp or his involuntary termination without cause or constructive discharge within six months prior to or 24 months following a change in control would be equal to three times the sum of (a) his then-current annual salary, (b) an amount equal to the average of the annual performance bonuses paid to him for the three most recently ended fiscal years and (c) the contributions made for his benefit under all employee retirement plans during the most recently ended fiscal year. Following a termination without cause or a constructive discharge during the term of the agreement (whether or not in connection with a change in control), Landmark Bancorp will also provide Mr. Scheopner and his immediate family with continued insurance coverage for one year after termination of employment at the Company's expense.

Pursuant to both Mr. Herpich's and Mr. Oliphant's employment agreements, if either named executive officer is terminated without cause or is constructively discharged during the term of his agreement, he will be entitled to receive a lump sum payment in an amount equal to the sum of (a) his then-current annual salary, (b) an amount equal to the average of the annual performance bonuses paid to him for the three most recently ended fiscal years and (c) the contributions made for his benefit under all employee retirement plans during the most recently ended fiscal year. The lump sum payment to be made to either named executive officer upon his voluntary termination of employment within 29 days after a change in control of Landmark Bancorp or his involuntary termination without cause or constructive discharge within six months prior to or 24 months following a change in control would be equal to two times the sum of (a) his then-current annual salary, (b) an amount equal to the average of the annual performance bonuses paid to him for the three most recently ended fiscal years and (c) the contributions made for his benefit under all employee retirement plans during the most recently ended fiscal year. Following a termination without cause or a constructive discharge during the term of the agreement (whether or not in connection with a change in control), Landmark Bancorp will also provide either named executive officer and his immediate family with continued insurance coverage for one year after termination of employment at the Company's expense.

The employment agreements for each of Messrs. Scheopner, Herpich and Oliphant provide for a benefit cutback in the event any amounts are non-deductible due to the golden parachute payment restrictions of Section 280G of the Internal Revenue Code.

2015 Stock Incentive Plan

Under the 2015 Stock Incentive Plan, unless otherwise provided in an award agreement, all stock options and stock appreciation rights shall become fully exercisable, and all stock awards and cash incentive

awards shall become fully earned and vested, immediately if (1) the plan and award agreements are not the obligation of the Company or a successor immediately following a change in control or (2) the plan and award agreements are the obligation of the Company or a successor immediately following a change in control and within 24 months following the change in control the participant is terminated by the Company without cause or resigns for good reason. Notwithstanding the foregoing, if the vesting of an outstanding award is conditioned upon the achievement of performance measures then such vesting shall be subject to the following: (1) if the performance measures of an award are less than 50% attained at the time of the change in control then such award shall become vested and exercisable on a fractional basis with the numerator equal to the percentage of attainment and the denominator equal to 50% upon the change of control and (2) if the performance measures of an award are at least 50% attained at the time of the change in control then such award shall become fully vested and earned upon the change of control. Pursuant to the terms of the award agreements under the 2015 Stock Incentive Plan, all outstanding restricted stock awards shall vest immediately upon the executive's termination of service due to death or disability.

The following table sets forth the potential payments payable to each of the individuals named in the Summary Compensation Table upon termination of employment, change of control, disability and death, assuming the events occurred on December 31, 2022.

Name	Benefit	Involuntary Termination ⁽¹⁾	Termination During a Covered Period ⁽²⁾	Termination due to Death or Disability
Michael E. Scheopner	Cash Severance	\$1,044,141	\$1,566,211	—
	Equity Awards ⁽³⁾	—	\$ 113,662	\$113,662
	Medical ⁽⁴⁾	<u>\$ 6,273</u>	<u>\$ 6,273</u>	<u>—</u>
	Total	\$1,050,414	\$1,686,146	\$113,662
Mark A. Herpich	Cash Severance	\$358,500	\$717,000	—
	Equity Awards ⁽³⁾	—	\$61,347	\$61,347
	Medical ⁽⁴⁾	<u>\$ 9,292</u>	<u>\$ 9,292</u>	<u>—</u>
	Total	\$367,792	\$787,639	\$61,347
Mark J. Oliphant	Cash Severance	\$247,759	\$495,518	—
	Equity Awards ⁽³⁾	—	\$ 10,923	\$10,923
	Medical ⁽⁴⁾	<u>\$ 6,273</u>	<u>\$ 6,273</u>	<u>—</u>
	Total	\$254,032	\$512,714	\$10,923

(1) This column includes amounts payable upon a termination without cause by the Company or a resignation for good reason by the executive.

(2) This column includes amounts payable upon a voluntary termination within 29 days following a change in control or an involuntary termination or resignation for good reason within the 6 months preceding, or the 24 months following, a change in control. Any payments that are contingent on a change in control are subject to potential reduction to avoid the loss of a deduction under Code Section 280G.

(3) Outstanding restricted stock and stock option awards vest upon a termination due to death, disability or in connection with a change in control. Amounts are based on Landmark Bancorp's closing price of \$22.63 on December 30, 2022, the last trading day of the year.

(4) Our named executive officers are entitled to medical benefits only upon a termination without cause by Landmark Bancorp or a resignation with good reason by the executive.

PAY VERSUS PERFORMANCE DISCLOSURE

In accordance with rules adopted by the Securities Exchange Commission, pursuant to the Dodd-Frank Act, we provide the following disclosure regarding executive compensation actually paid ("CAP") and certain Company performance measures for the fiscal years listed below.

Year	Summary Compensation Table Total for PEO ⁽¹⁾	Compensation Actually Paid (CAP) to PEO	Average Summary Compensation Table Totals for non-PEO NEOs ⁽²⁾	Average Compensation Actually Paid to Non-PEO NEOs	Value of Initial Fixed \$100 Investment Based on: Total Shareholder Return	Net Income (dollars in thousands)
2022	\$607,540	\$566,726	\$307,642	\$291,825	\$116.20	\$ 9,878
2021	\$602,426	\$679,401	\$319,159	\$349,944	\$135.80	\$18,011

(1) For 2021 and 2022, Landmark's principal executive officer ("PEO") was Michael E. Scheopner.

(2) For 2021 and 2022, Landmark's non-PEO NEOs were Mark A. Herpich and Mark J. Oliphant.

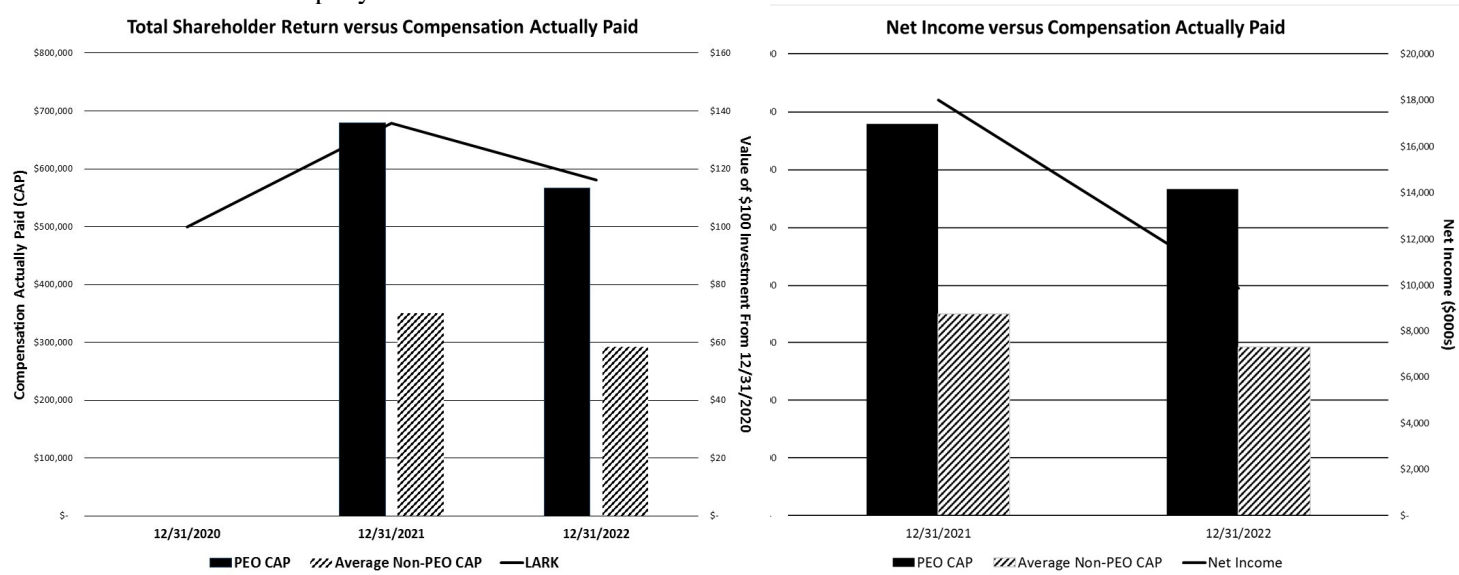
The following table reconciles the Summary Compensation Table compensation to the Compensation Actually Paid disclosed in the above table.

Year	PEO		Average Non-PEO NEOs	
	2021	2022	2021	2022
Summary Compensation Table Total Compensation	\$602,426	\$607,540	\$319,159	\$307,642
- Grant Date Fair Value of Stock Awards Granted in Fiscal Year	(\$ 49,982)	(\$ 74,992)	(\$ 19,996)	(\$ 19,997)
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year	\$ 63,351	\$ 69,904	\$ 25,343	\$ 18,636
+ Change in Fair Value of Outstanding and Unvested Stock Awards Granted in Prior Fiscal Years	\$ 39,266	(\$28,844)	\$ 15,703	(\$ 11,535)
+ Change in Fair Value as of Vesting Date of Stock Awards Granted in Prior Fiscal Years for which Applicable Vesting Conditions were Satisfied during the Fiscal Year	\$ 21,959	(\$ 9,992)	\$ 8,782	(\$ 4,000)
+ Dividends or Other Earnings Paid on Stock or Option Awards during the Fiscal Year prior to the Vesting Date	\$ 2,381	\$ 3,110	\$ 953	\$ 1,079
Compensation Actually Paid	\$679,401	\$566,726	\$349,944	\$291,825

The valuation assumptions used to calculate equity award fair values in the above table are prescribed by Item 402(v) of Regulation S-K and did not materially differ from those disclosed at the time of the grant.

The illustrations below provide a graphical description of CAP (as calculated in accordance with the SEC rules) and the following measures:

- the Company's total shareholder return (assuming an initial fixed investment of \$100); and
- the Company's Net Income.



SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information regarding our common stock beneficially owned on April 5, 2023, with respect to all persons known to us to be the beneficial owner of more than five percent of our common stock, each director and nominee, each executive officer named in the Summary Compensation Table above and all directors and executive officers of as a group. Beneficial ownership has been determined for this purpose in accordance with Rule 13d-3 under the Exchange Act, under which a person is deemed to be the beneficial owner of securities if he or she has or shares voting power or investment power with respect to such securities or has the right to acquire beneficial ownership of such securities within 60 days of April 5, 2023. For purposes of calculating each person's percentage ownership, common stock issuable pursuant to options exercisable within 60 days are included as outstanding and beneficially owned for that person or group, but are not deemed outstanding for the purposes of computing the percentage ownership of any other person.

<u>Name of Individual and Number of Persons in Group</u>	<u>Amount and Nature of Beneficial Ownership</u>⁽¹⁾	<u>Percent of Class</u>⁽²⁾
5% Beneficial Owners		
Michael C. Brilley 3300 IDS Center 80 South Eighth Street Minneapolis, MN 55402	272,597 ⁽³⁾	5.2%
Kornitzer Capital Management, Inc. 5420 West 61st Place Shawnee Mission, KS 66205	318,747 ⁽⁴⁾	6.1%
Directors, Named Executive Officers and Director Nominees		
Patrick L. Alexander	91,558 ⁽⁵⁾	1.8%
Richard A. Ball	212,764 ⁽⁶⁾	4.1%
Brent A. Bowman	20,793 ⁽⁷⁾	*
Sarah Hill-Nelson	12,225 ⁽⁸⁾	*
Angela S. Hurt	-0-	*
Jim W. Lewis	123,602 ⁽⁹⁾	2.4%
Sandra J. Moll	3,647 ⁽¹⁰⁾	*
Michael E. Scheopner	154,285 ⁽¹¹⁾	2.9%
Wayne R. Sloan	13,764 ⁽¹²⁾	*
David H. Snapp	100,476 ⁽¹³⁾	1.9%
Angelia K. Stanland	-0-	*
Mark A. Herpich	132,824 ⁽¹⁴⁾	2.5%
Mark J. Oliphant	52,320 ⁽¹⁵⁾	1.0%
All directors and executive officers as a group (13 persons)	918,258 ⁽¹⁶⁾	17.5%

*Less than 1%

(1) The information contained in this column is based upon information furnished to us by the persons named in this table and the members of the designated group. The nature of beneficial ownership for shares shown in this column is sole voting and investment power, except as otherwise set forth. Inclusion of shares in this table shall not be deemed to be an admission of beneficial ownership of such shares.

(2) Based on 5,215,925 shares outstanding as of April 5, 2023.

(3) Based on information contained in Schedule 13G/A filed on February 13, 2023.

(4) Based on information contained in Schedule 13G/A filed on January 30, 2023.

- (5) Includes: (i) 1,140 shares held by Mr. Alexander's minor grandchildren over which he has sole voting and investment power and of which Mr. Alexander disclaims beneficial ownership; and (ii) 411 shares of restricted stock, which vest 100% in 2023.
- (6) Includes: (i) 925 shares held as a trustee over which he has shared voting and investment power; (ii) 37,219 shares held in an individual retirement account; (iii) 1,563 shares held in his spouse's individual retirement account over which he has no voting or investment power and of which Mr. Ball disclaims beneficial ownership; and (iv) 411 shares of restricted stock, which vest 100% in 2023.
- (7) Includes 411 shares of restricted stock, which vest 100% in 2023.
- (8) Includes: (i) 8,500 shares held in individual retirement accounts; and (ii) 411 shares of restricted stock, which vest 100% in 2023.
- (9) Includes 411 shares of restricted stock, which vest 100% in 2023.
- (10) Includes: (i) 1,101 shares held in an individual retirement account; and (ii) 411 shares of restricted stock, which vest 100% in 2023.
- (11) Consists of (i) 21,734 shares obtainable within 60 days of April 5, 2023, through the exercise of options granted under our stock option plan; (ii) 116,911 shares owned jointly with his spouse over which Mr. Scheopner shares voting and investment power; (iii) 11,147 shares held in an individual retirement account; and (iv) 4,492 shares of restricted stock, which vest 25% each year over four-year periods beginning August 1, 2021 and August 1, 2023.
- (12) Includes: (i) 13,353 shares held by Mr. Sloan and his spouse as trustees, over which Mr. Sloan has shared voting and investment power; and (ii) 411 shares of restricted stock, which vest 100% in 2023.
- (13) Includes: (i) 7,418 shares held in an individual retirement account; (ii) 1,729 shares held in his spouse's individual retirement account over which he has no voting or investment power, and of which Mr. Snapp disclaims beneficial ownership; and (iii) 411 shares of restricted stock, which vest 100% in 2023.
- (14) Consists of: (i) 11,953 shares obtainable within 60 days of April 5, 2023, through the exercise of options granted under our stock option plan; (ii) 114,045 shares Mr. Herpich owns with his spouse over which he has shared voting and investment power; (iii) 4,407 shares held in an individual retirement account; and (iv) 2,419 shares of restricted stock, which vest 25% each year over four-year periods beginning August 1, 2021 and August 1, 2023. 36,459 shares are pledged as collateral in connection with a line of credit from an unrelated financial institution.
- (15) Includes 51,970 shares Mr. Oliphant owns with his spouse over which he has shared voting power.
- (16) Includes an aggregate of 33,687 shares obtainable within 60 days of April 5, 2023, through the exercise of options granted under the 2015 Stock Incentive Plan.

DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires that our executive officers, directors and persons who own more than 10% of our common stock file reports of ownership and changes in ownership with the Securities and Exchange Commission and with the exchange on which our shares of common stock are traded. Based solely on our review of the copies of these forms, we are not aware that any of our directors, executive officers or 10% stockholders failed to comply with the filing requirements of Section 16(a) during the fiscal year ended December 31, 2022, other than Mr. Ball who had one late Form 4 filing relating to two transactions.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Our directors and officers and their associates were customers of and had transactions with Landmark Bancorp and Landmark National Bank during 2021 and 2022. Additional transactions are expected to take place in the future. All outstanding loans, commitments to loan, and certificates of deposit and depository relationships, were made in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons not related to Landmark Bancorp or Landmark National Bank and did not involve more than the normal risk of collectability or present other unfavorable features. All such loans are approved by Landmark National Bank's board of directors in accordance with the bank regulatory requirements. The Audit Committee reviews and pre-approves any related party transactions between the Company or any of its subsidiaries and any director or executive officer of the Company or its subsidiaries.

AUDIT COMMITTEE REPORT

The Audit Committee assists the board in carrying out its oversight responsibilities for our financial reporting process, audit process and internal controls. The Audit Committee also reviews the audited financial statements and recommends to the board that they be included in our Annual Report on Form 10-K. The committee is currently comprised of Messrs. Alexander, Ball, Bowman, Lewis and Sloan and Mmes. Hill-Nelson and Moll. All of the members are deemed “independent,” as defined by Nasdaq. Effective at the end of this year’s annual meeting, Mr. Bowman will be retiring from our board, and at such time will no longer be a member of the Audit Committee.

The Audit Committee has reviewed and discussed our audited financial statements for 2022 with our management and Crowe LLP, our independent registered public accounting firm. The committee has also discussed with Crowe LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the Securities and Exchange Commission and received the written disclosures and the letter from Crowe LLP required by applicable requirements of the PCAOB regarding Crowe LLP’s communications with the Audit Committee concerning independence, and has discussed with Crowe LLP its independence. Based on the review and discussions with management and Crowe LLP, the committee has recommended to the board that the audited financial statements be included in our Annual Report on Form 10-K for 2022 for filing with the Securities and Exchange Commission.

Audit Committee:

Patrick L. Alexander	Sarah Hill-Nelson
Richard A. Ball	Sandra J. Moll
Brent A. Bowman	Wayne R. Sloan
Jim W. Lewis	

PROPOSAL 2 – RATIFICATION OF CROWE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

Crowe LLP served as our independent registered public accounting firm for the year ended December 31, 2022. Stockholders will be asked to ratify the appointment of Crowe LLP as our independent registered public accounting firm for 2023. If the appointment of Crowe LLP is not ratified, the matter of the appointment of our independent registered public accounting firm will be considered by the Audit Committee. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time if it determines that such a change would be in the best interests of the Company and its stockholders. Representatives of Crowe LLP are expected to be present at the meeting and will be given the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions. **We recommend that you vote “FOR” the ratification of Crowe LLP to serve as our independent registered public accounting firm.**

Accountant Fees

Audit Fees. The aggregate amounts of audit fees billed by Crowe LLP for 2022 and 2021 were \$552,000 and \$257,000, respectively, for its audit of our annual financial statements for 2022 and 2021 and its required reviews of our unaudited interim financial statements included in our quarterly reports filed during 2022 and 2021. The 2022 audit included an audit of our internal controls over financial reporting.

Audit-Related Fees. The aggregate amounts of audit-related fees billed by Crowe LLP for 2022 and 2021 were \$46,000 and \$15,000, respectively, for professional services relating to its audits of our compliance with certain U.S. Department of Housing and Urban Development requirements and Landmark Risk Management, Inc.

Tax Fees. The aggregate amounts of tax related services billed by Crowe LLP for 2022 and 2021 were \$7,500 and \$7,500, respectively, for professional services rendered for tax compliance, tax advice and tax planning, such as assistance with the preparation of our tax return and guidance with respect to estimated tax payments relating to Landmark Risk Management, Inc.

All Other Fees. The aggregate amounts of all other fees billed by Crowe LLP for 2022 and 2021 were \$0 in both years.

The Audit Committee, after consideration of these matters, does not believe that the rendering of these services by Crowe LLP is incompatible with maintaining its independence as our principal accountant.

Audit Committee Pre-Approval Policy

Among other things, the Audit Committee is responsible for appointing, setting compensation for and overseeing the work of the independent registered public accounting firm. We have adopted a pre-approval policy under which the Audit Committee approves in advance all audit and non-audit services to be performed by our independent registered public accounting firm. As part of its pre-approval policy, the Audit Committee considers whether the provision of any proposed non-audit services is consistent with the Security and Exchange Commission’s rules on auditor independence. In accordance with the pre-approval policy, the Audit Committee has pre-approved certain specified audit and non-audit services to be provided by Crowe LLP for up to twelve months from the date of the pre-approval. All of the services referred to above for 2022 were pre-approved by the Audit Committee.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIAL FOR
THE STOCKHOLDER MEETING TO BE HELD ON MAY 24, 2023**

Full copies of the proxy statement, the proxy card and other materials for the annual meeting are available on the internet at www.landmarkbancorpinc.com. Stockholders will receive a full set of these materials through the mail from us or from your broker.

For directions to attend the annual meeting, please contact Vanna McCarter at (785) 565-2000.

By order of the Board of Directors

/s/ Michael E. Scheopner

Michael E. Scheopner
President and Chief Executive Officer

Manhattan, Kansas
April 20, 2023

**ALL STOCKHOLDERS ARE URGED TO SIGN
AND MAIL THEIR PROXIES OR VOTE BY TELEPHONE OR INTERNET PROMPTLY**



Your vote matters – here's how to vote!

You may vote online or by phone instead of mailing this card.

Online

Go to www.investorvote.com/LARK
or scan the QR code – login details are
located in the shaded bar below.



Phone

Call toll free 1-800-652-VOTE (8683) within
the USA, US territories and Canada



Save paper, time and money!

Sign up for electronic delivery at
www.investorvote.com/LARK

Using a **black ink** pen, mark your votes with an X as shown in this example.
Please do not write outside the designated areas.



Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote **FOR** all the nominees listed under Proposal 1, and **FOR** Proposal 2.

1. Election of Directors:

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain
01 - Sarah Hill-Nelson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	02 - David H. Snapp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	03 - Angela S. Hurt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04 - Angelia K. Standland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								

2. Ratification of the appointment of Crowe LLP as our
independent registered public accounting firm for the year
ending December 31, 2023.

For Against Abstain
☐ ☐ ☐

3. In accordance with their discretion, upon all other matters
that may properly come before the meeting and any
adjournments or postponements of the meeting.

B Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

NOTE: PLEASE DATE THIS PROXY CARD AND SIGN IT EXACTLY AS NAME OR NAMES APPEAR ABOVE. ALL JOINT OWNERS OF SHARES SHOULD SIGN, STATE FULL TITLE WHEN
SIGNING AS EXECUTOR, ADMINISTRATOR, TRUSTEE, GUARDIAN, ETC. PLEASE RETURN YOUR SIGNED PROXY CARD IN THE ENCLOSED ENVELOPE.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

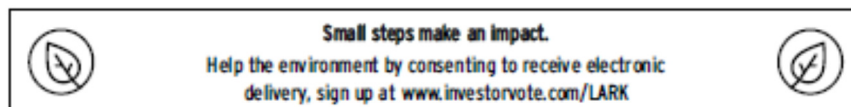
Signature 2 – Please keep signature within the box.

The 2023 Annual Meeting of Stockholders of Landmark Bancorp, Inc. will be held on Wednesday, May 24, 2023 at 2:00 P.M. Central Time, virtually via the internet at meetnow.global/MNA4KVL.

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

Important Notice Regarding the Availability of Proxy Material for the Stockholder Meeting to Be Held on May 24, 2023.

Full copies of the proxy statement, the proxy card, the annual report and other materials for the annual meeting are available on the internet at www.edocumentview.com/LARK and <http://investor.banklandmark.com/reports-and-ownership/annual-meeting-materials>. Stockholders will receive a full set of these materials through the mail from Computershare on behalf of Landmark Bancorp, Inc. or from your broker.



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – LANDMARK BANCORP, INC.



PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF STOCKHOLDERS OF LANDMARK BANCORP, INC. TO BE HELD MAY 24, 2023

The stockholder(s) hereby appoint(s) Mark A. Herpich and Michael E. Scheopner, or either of them acting in the absence of the other, with power of substitution, attorneys and proxies, for and in the name and place of the stockholder(s), to vote, as designated on the reverse side of this proxy, the number of shares of common stock that the stockholder(s) would be entitled to vote if then personally present at the annual meeting of stockholders of Landmark Bancorp, Inc., to be held on Wednesday, May 24, 2023, at 2:00 p.m., Central Time, or any adjournments or postponements of the meeting, upon the matters set forth in the notice of annual meeting and proxy statement, receipt of which is hereby acknowledged.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE NOMINEES LISTED UNDER PROPOSAL 1, AND "FOR" PROPOSAL 2.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any postponement or adjournment thereof.

(Items to be voted appear on reverse side.)

C Non-Voting Items

Change of Address – Please print new address below.