
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

MIDLAND STATES BANCORP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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Midland



States Bancorp, Inc.

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Online



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



Votes submitted electronically must be received by April 28, 2023 at 11:59 PM, central time.

Shareholder Meeting Notice

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Important Notice Regarding the Availability of Proxy Materials for the Midland States Bancorp, Inc. Shareholder Meeting to be Held on May 1, 2023

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. The 2023 Proxy Statement and Annual Report on Form 10-K for the year ending December 31, 2022 are available at:

www.envisionreports.com/MSBI



Easy Online Access – View your proxy materials and vote.

- Step 1: Go to www.envisionreports.com/MSBI
- Step 2: Click on **Cast Your Vote** or **Request Materials**.
- Step 3: Follow the instructions on the screen to log in.
- Step 4: Make your selections as instructed on each screen for your delivery preferences.
- Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before April 21, 2023 to facilitate timely delivery.



2 N O T

C O Y



Shareholder Meeting Notice

Midland States Bancorp, Inc.'s Annual Meeting of Shareholders will be held on May 1, 2023 at the Holiday Inn, located at 1301 Avenue of Mid-America, Effingham, Illinois 62401, at 5:30 p.m. CT.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all the nominees listed in Proposal 1 and **FOR** Proposals 2, 3, 4 and 5:

1. To elect the four nominees named in the accompanying proxy statement to serve as Class I directors, each for a term expiring at the 2026 annual meeting of shareholders.
01 - Jennifer L. DiMotta
02 - Jeffrey G. Ludwig
03 - Richard T. Ramos
04 - Jeffrey C. Smith
2. To approve, on a non-binding, advisory basis, the compensation of certain executive officers
3. To approve an amendment and restatement of the Midland States Bancorp, Inc. 2019 Long-Term Incentive Plan to increase the number of shares that may be issued under the plan by 550,000 shares
4. To approve an amendment and restatement of the Amended and Restated Midland States Bancorp, Inc. Employee Stock Purchase Plan to increase the number of shares that may be issued under the plan by 100,000
5. To ratify the appointment of Crowe LLP as our independent registered public accounting firm for the year ending December 31, 2023

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a paper or email copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.envisionreports.com/MSBI. Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials Midland States Bancorp, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by April 21, 2023.