

VERSAILLES FINANCIAL CORPORATION

10413 Kley Road
Versailles, Ohio 45380
(937) 526-4515

NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS

The 2023 Annual Meeting of Stockholders of Versailles Financial Corporation (together with any adjournments or postponements, the "Meeting") will be held at our main office located at 10413 Kley Road, Versailles, Ohio, at 10:00 a.m., local time, on Tuesday, November 21, 2023.

A Proxy Card and a Proxy Statement for the Meeting are enclosed.

The purpose of the Meeting is to consider and act upon:

1. The election of two directors;
2. The ratification of the appointment of Crowe LLP to serve as independent auditors for the year ending June 30, 2024; and
3. Such other matters as may properly come before the Meeting.

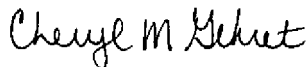
The Board of Directors is not aware of any other matters to come before the Meeting.

Any action may be taken on the foregoing proposals at the Meeting on the date specified above, or on any date or dates to which the Meeting may be adjourned or postponed. Stockholders of record at the close of business on October 2, 2023 are the stockholders entitled to notice of and to vote at the Meeting.

EVEN IF YOU DO NOT PLAN TO ATTEND THE MEETING, YOU MAY VOTE YOUR SHARES BY SIGNING, DATING AND RETURNING THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE. ANY PROXY YOU GIVE MAY BE REVOKED ANYTIME BEFORE IT IS EXERCISED. YOU MAY REVOKE A PROXY BY FILING WITH THE CORPORATE SECRETARY A WRITTEN NOTICE OF REVOCATION OR BY DULY EXECUTING A PROXY BEARING A LATER DATE. IF YOU ATTEND THE MEETING AND YOUR SHARES ARE REGISTERED IN YOUR NAME, YOU MAY REVOKE YOUR PROXY AND VOTE PERSONALLY BY BALLOT ON EACH MATTER BROUGHT BEFORE THE MEETING. IF YOUR SHARES ARE NOT REGISTERED IN YOUR NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM THE RECORD HOLDER TO VOTE PERSONALLY AT THE MEETING.

The Proxy Statement and the Annual Report to Stockholders for the year ended June 30, 2023 are available on our website (www.versaillesfinancialcorp.com).

By Order of the Board of Directors



Cheryl M. Gehret
Corporate Secretary

Versailles, Ohio
October 12, 2023

**PLEASE VOTE BY SIGNING, DATING AND RETURNING THE ENCLOSED PROXY CARD TODAY IN THE SELF-ADDRESSED ENVELOPE ENCLOSED FOR YOUR CONVENIENCE.
NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.**

VERSAILLES FINANCIAL CORPORATION
10413 Kley Road
Versailles, Ohio 45380
(937) 526-4515

**PROXY STATEMENT
FOR
2023 ANNUAL MEETING OF STOCKHOLDERS**

Versailles Financial Corporation is the holding company for Versailles Savings and Loan Company. We are furnishing this Proxy Statement to you in connection with the solicitation of proxies on behalf of our Board of Directors to be used at the 2023 Annual Meeting of Stockholders (together with any adjournments or postponements, the “Meeting”), which will be held at our main office located at the above address at 10:00 a.m., local time, on Tuesday, November 21, 2023. The accompanying Notice of 2023 Annual Meeting of Stockholders and this Proxy Statement are first being mailed to stockholders on or about October 12, 2023.

REVOCAION OF PROXIES

Stockholders who execute proxies, in the form of the enclosed Proxy Card, solicited on behalf of the Board of Directors retain the right to revoke them in the manner described below. Unless revoked, the shares represented by valid proxies will be voted at the Meeting. Proxies will be voted according to the directions indicated on the Proxy Card. You may vote by signing, dating and returning the Proxy Card in the enclosed self-addressed envelope. **Proxy Cards that are signed and dated, but do not indicate voting directions, will be voted “FOR” each nominee for director and “FOR” the ratification of the independent auditors.**

Proxies may be revoked by sending written notice of revocation to the Corporate Secretary of Versailles Financial Corporation, Cheryl M. Gehret, at the address shown above, by returning a duly executed proxy bearing a later date, or by attending the Meeting and voting in person by ballot. Attendance at the Meeting alone will not automatically revoke a previously given proxy. Any stockholder who attends the Meeting and who has previously given a proxy shall not revoke a previously given proxy unless the record stockholder delivers his or her ballot in person at the Meeting or delivers a written revocation to the Corporate Secretary before the voting of such proxy.

VOTING SECURITIES AND PRINCIPAL SECURITY HOLDERS

Shares of our common stock are the only shares of our capital stock that are issued and outstanding. Stockholders of record at the close of business on October 2, 2023 (the “Record Date”) are the stockholders entitled to vote at the Meeting. As of the close of business on the Record Date, there were 377,648 shares of common stock issued and outstanding. Except as noted below, holders of record of our shares of common stock as of the close of business on the Record Date are entitled to one vote for each share then held.

In accordance with the provisions of our Articles of Incorporation, record holders of common stock who beneficially own in excess of 10% of the outstanding shares of common stock (the “Limit”) are not entitled to any vote with respect to the shares held in excess of the Limit. Our Articles of Incorporation authorize the Board of Directors (i) to make all determinations necessary to implement and apply the Limit, including determining whether persons or entities are acting in concert, and (ii) to demand that any person who is reasonably believed to beneficially own stock in excess of the Limit supply information to us to enable the Board of Directors to implement and apply the Limit.

The following table sets forth as of the Record Date the shares of our common stock held by our nominees for director, directors continuing in office and executive officers, individually and as a group, and by our Employee Stock Ownership Plan. The mailing address for each director and executive officer and for the Versailles Savings and Loan Company Employee Stock Ownership Plan is 10413 Kley Road, P.O. Box 92, Versailles, Ohio 45380.

| <u>Name of Beneficial Owner</u> | <u>Number of Shares Beneficially Owned ⁽¹⁾</u> | <u>Percent of Shares Outstanding</u> |
|--|---|--|
| <u>Greater Than 5% Stockholders:</u> | | |
| Versailles Savings and Loan Company Employee Stock Ownership Plan ⁽²⁾ | 26,691 | 7.15% |
| <u>Directors and Executive Officers:</u> | | |
| Jerome F. Bey, III <i>President, Chief Executive Officer and a Director</i> | 12,612 | 3.34% |
| Cheryl M. Gehret <i>Vice President, Chief Financial Officer and Corporate Secretary</i> | 1,209 | 0.32% |
| Douglas P. Ahlers <i>Director</i> | 20,612 | 5.46% |
| Kevin J. Drees <i>Director</i> | 25,500 | 6.75% |
| Douglas Borchers <i>Director</i> | 15,000 | 3.97% |
| Thomas J. Guillozet <i>Director</i> | 16,793 | 4.45% |
| James C. Poeppelman <i>Director</i> | 22,500 | 5.96% |
| All directors and executive officers as a group (7 persons) | 114,226 | 30.25% |

- (1) For purposes of this table, a person is deemed to be the beneficial owner of any shares of common stock if he or she has sole or shared voting or investment power with respect to such security, or has a right to acquire beneficial ownership at any time within 60 days from the date as of which beneficial ownership is being determined. "Voting power" is the power to vote or direct the voting of shares and "investment power" is the power to dispose or direct the disposition of shares.
- (2) An aggregate of 15,021 shares held in the ESOP have been allocated to participant accounts. The ESOP trustee will vote the unallocated stock in proportion to the voting instructions received from ESOP participants with respect to the allocated shares.

VOTING PROCEDURES AND METHOD OF COUNTING VOTES

The presence, in person or represented by proxy, of the holders of a majority of the outstanding shares of common stock entitled to vote at the Meeting is necessary to constitute a quorum at the Meeting. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present.

For the election of directors, the enclosed Proxy Card enables a stockholder to vote, as to each nominee for director proposed by the Board of Directors, "FOR" the nominee or "WITHHOLD" authority as to the nominee. Directors are elected by a plurality of votes cast, without regard to either broker non-votes or proxies as to which the authority to vote for the nominees being proposed is withheld. Plurality means that the individuals who receive the highest number of votes cast are elected, up to the maximum number of directors to be elected at the Meeting. The maximum number of directors to be elected at the Meeting is two.

As to the ratification of the appointment of Crowe LLP as our independent auditors for the year ending June 30, 2024, a stockholder may, by checking the appropriate box on the enclosed Proxy Card: (i) vote "FOR" the

ratification; (ii) vote “AGAINST” the ratification; or (iii) “ABSTAIN” from voting on the ratification. The affirmative vote of a majority of the votes cast at the Meeting is required for ratification. Shares as to which the “ABSTAIN” box has been selected will have no effect on the outcome of the vote on this matter.

PROPOSAL I — ELECTION OF DIRECTORS

Our Board of Directors currently consists of six members. Our bylaws provide that approximately one-third of the directors are to be elected annually. Our directors are generally elected to serve for a three-year period, or a shorter period if the director is elected to fill a vacancy, and until their respective successors shall have been elected and shall qualify.

Two directors will be elected at the Meeting and will serve until their successors have been elected and qualified. The Governance/Nominating Committee has recommended, and the Board of Directors has nominated, Jerome F. Bey III and Douglas Borchers as the nominees, each to serve as directors for a three-year term. They currently serve as directors. **The Board of Directors unanimously recommends a vote “FOR” each nominee for director.**

The table below sets forth certain information regarding our nominees for director, our directors continuing in office, and our executive officers who are not directors. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is WITHHELD as to the nominee) will be voted at the annual meeting for the election of the nominees identified below. If a nominee is unable to serve, the shares represented by all such proxies will be voted for the election of such substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why the nominees might be unable to serve, if elected.

| <u>Name</u> | <u>Age ⁽¹⁾</u> | <u>Position(s) Held</u> | <u>Director Since ⁽²⁾</u> | <u>Term Expires</u> |
|---|---------------------------|---|--------------------------------------|---------------------|
| <i>Board Nominees</i> | | | | |
| Jerome F. Bey III | 51 | President, Chief Executive Officer and Director | 2015 | 2026 |
| Douglas Borchers | 56 | Director | 2015 | 2026 |
| <i>Directors Continuing In Office</i> | | | | |
| Douglas P. Ahlers | 68 | Director | 1994 | 2024 |
| Kevin J. Drees | 61 | Director | 2005 | 2024 |
| Thomas L. Guillozet | 63 | Director | 2006 | 2025 |
| James C. Poepelman | 71 | Director | 2000 | 2025 |
| <i>Executive Officers Who Are Not Directors</i> | | | | |
| Cheryl M. Gehret | 51 | Vice President, Chief Financial Officer and Corporate Secretary | N/A | N/A |

(1) As of June 30, 2023.

(2) Includes service as a director of Versailles Savings and Loan Company. Each director of Versailles Financial Corporation also serves as a director of Versailles Savings and Loan Company.

The business experience for the past five years of each of our nominees for director and directors continuing in office is set forth below. Unless otherwise indicated, these individuals have held their positions for the past five years.

Douglas P. Ahlers, until his retirement in 2014, served as President of Versailles Savings and Loan Company since 1994 and as President and Chief Executive Officer of the Company since its formation in 2009.

Kevin J. Drees is the owner of Urb Drees Construction, a residential home construction company located in Versailles, Ohio. He has served as its President since 1994.

Douglas Borchers has served as the President of Superior Aluminum Products Inc., a leader in the aluminum railing and column industry, located in Russia, Ohio, since 2015. He holds a bachelor's degree in electrical engineering and an MBA degree from the University of Dayton.

Thomas L. Guillozet has served as a partner in the law firm of Hanes Law Group, Ltd., located in Greenville and Versailles, Ohio, since 1988. He has represented various banking clients in commercial and residential real estate closings, work-out negotiations, merger agreements and general issues related to banking law. In the management of his law firm, he is also experienced in the areas of marketing, budgeting, public relations, collections and employment issues.

James C. Poepelman has served as the Secretary/Treasurer and Owner of C.F. Poepelman, Inc., a concrete supply firm located in Bradford, Ohio, since 1985. He holds a degree in civil engineering.

Jerome F. Bey, III has served as the President and Chief Executive Officer of Versailles Savings and Loan Company and the Company since July 1, 2014.

The business experience for the past five years of our executive officers who are not directors is set forth below. The following individual has held her present positions for the last five years unless otherwise stated.

Cheryl M. Gehret has served as the Vice President and Chief Financial Officer. Ms. Gehret joined Versailles Savings & Loan in 2020. Prior to joining the Company, Ms. Gehret worked for Peoples Federal Savings & Loan as their Vice President & Chief Financial Officer. Cheryl is a CPA and holds a bachelor's degree in accounting.

Board Independence

The Board of Directors has determined that as of the date of this proxy statement, each of our nominees and continuing directors, except for Mr. Bey, is "independent" within the meaning of the Nasdaq Stock Market corporate governance listing standards. Mr. Bey is not independent by virtue of his employment as President and Chief Executive Officer of Versailles Financial Corporation and Versailles Savings and Loan Company.

Meetings and Committees of the Board of Directors

The business of Versailles Financial Corporation is conducted at regular and special meetings of the full Board of Directors and its standing committees, which are the Audit Committee, the Governance/Nominating Committee and the Compensation Committee. During the year ended June 30, 2023, the Board of Directors held twelve regular meetings and one special meeting.

Audit Committee

The members of the Audit Committee are Directors Poepelman (Chairman), Ahlers, Borchers and Drees. Each member has an understanding of, and has the ability to analyze and evaluate, the financial statements of Versailles Financial Corporation, as well as an understanding of an audit committee's function. Our management is primarily responsible for our financial reporting and internal and disclosure controls. However, the Audit Committee is responsible for our relationship with our independent auditors. The Audit Committee also receives reports with respect to our financial reporting, internal control over financial reporting and disclosure controls. In addition, the Audit Committee reviews our unaudited interim financial statements and audited year-end financial statements. Finally, the Audit Committee maintains a procedure for confidential employee complaints regarding accounting matters. The Audit Committee held twelve meetings during the year ended June 30, 2023.

Governance/Nominating Committee

The members of the Governance/Nominating Committee are Directors Guillozet (Chairman), Borchers, Drees and Poeppelman. The Governance/Nominating Committee is responsible for reviewing and evaluating the structure and performance of the Board of Directors and its committees, identifying and evaluating individuals qualified to become members of the Board of Directors, and recommending candidates to the Board of Directors for nomination. The Governance/Nominating Committee held two meetings during the year ended June 30, 2023.

Compensation Committee

The members of the Compensation Committee are Directors Drees (Chairman), Borchers, Poeppelman and Guillozet. The Compensation Committee is responsible for reviewing annually the performance and compensation levels of our executive officers and directors, reviewing and making recommendations to the Board of Directors regarding executive compensation levels and our compensation policies, plans and programs, and administering our existing equity incentive plan and any other stock-based incentive plan that we may adopt in the future. The Compensation Committee held two meetings during the year ended June 30, 2023.

PROPOSAL II — RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

Crowe LLP served as our independent auditors for the year ended June 30, 2023. Our Audit Committee has appointed and approved the engagement of Crowe LLP to serve as our independent auditors for the year ending June 30, 2024, subject to ratification by our stockholders. A representative of Crowe LLP is not expected to attend the Meeting.

Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if it determines that such change is in the best interests of Versailles Financial Corporation and its stockholders.

In order to ratify the appointment of Crowe LLP to serve as the independent auditors for the year ending June 30, 2024, the proposal must receive the affirmative vote of at least a majority of the votes cast at the Meeting, without regard to broker non-votes. **The Audit Committee unanimously recommends a vote “FOR” the ratification of Crowe LLP to serve as the independent auditors for the year ending June 30, 2024.**

ADVANCE NOTICE OF BUSINESS TO BE CONDUCTED AT AN ANNUAL MEETING

Our Bylaws provide an advance notice procedure for certain business, or nominations to the Board of Directors, to be brought before an annual meeting. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to our Corporate Secretary. To be timely a stockholder’s notice must be delivered to or mailed and received at our principal executive offices not less than 80 days and not more than 90 days before the date of the meeting; provided, that if less than 90 days’ notice or prior public disclosure of the date of the meeting is given to stockholders, such written notice must be received by our Corporate Secretary at our principal executive office not later than the tenth day following the day on which notice of the meeting was mailed to stockholders or public disclosure was made. A stockholder’s notice to the Corporate Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business proposed to be brought before the annual meeting, (b) the name and address, as they appear on our books, of the stockholder proposing such business and of the beneficial owner, if any, on whose behalf the proposal is made, (c) the class and number of shares of Versailles Financial Corporation which are owned beneficially or of record by the stockholder and any such beneficial owner, (d) a description of all arrangements or understandings between the stockholder and any other person or persons (including their names) in connection with the proposal of such business by the stockholder and any material interest of such stockholder in such business, and (e) a representation that the stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting. The chairman of an annual meeting may, if the facts warrant, determine and declare to the meeting that certain business was not properly brought before the meeting in accordance with the provisions of our Bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

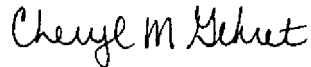
OTHER MATTERS

The Board of Directors is not aware of any business to come before the Meeting other than the matters described in this Proxy Statement. However, if any matters should properly come before the Meeting, it is intended that the holders of the proxies solicited on behalf of the Board of Directors will act according to their best judgment.

MISCELLANEOUS

Our Annual Report to Stockholders for the year ended June 30, 2023 has been mailed to all stockholders of record as of October 2, 2023. Any stockholder who has not received a copy of the Annual Report may obtain a copy free of charge by written or telephonic request to Cheryl M. Gehret Corporate Secretary, 10413 Kley Road, P.O. Box 92, Versailles, Ohio 45380; (937) 526-4515.

BY ORDER OF THE BOARD OF DIRECTORS



Cheryl M. Gehret
Corporate Secretary

Versailles, Ohio
October 12, 2023