

CIVISTA BANCSHARES, INC. AND CIVISTA BANK
ESG INFORMATION

Civista Bank is a community bank that operates in the Ohio, Indiana, and Kentucky markets. Founded in 1884, Civista Bank has always strived to serve not only our shareholders, but also our customers, employees, and the communities in which we operate. Civista Bancshares, Inc. is the publicly traded holding company (the “Holding Company”) that is the sole shareholder of Civista Bank (Civista Bank and the Holding Company may also singly and collectively, as the context may indicate, hereinafter be referred to as “Civista”, “we”, “us” or “our”). Civista Bank accepts deposit accounts and certificates of deposit from our customers and provides personal, residential, commercial and construction loan services. We also provide trust and investment advisory services to our customers. We operate 25 full-service branches in Ohio, 8 full-service branches in Indiana and loan production offices in Westlake, Ohio and Fort Mitchell, Kentucky.

Corporate Responsibility

As a community bank, Civista Bank’s purpose is to help our shareholders and customers thrive, our communities grow, and our employees develop. We have a passion for service and a commitment to the communities we serve. Civista’s commitment to responsible banking, efficient operations and corporate citizenship helps us further our purpose. Our corporate citizenship includes Civista’s corporate governance initiatives, philanthropy, our commitment to community development and our commitment to our employees.

I. Environmental

As part of Civista Bank’s corporate citizenship, we are committed to reducing our dependence on diminishing raw materials, as is evidenced by our expansion of online banking and paperless electronic statements. As discussed more fully below in Section II.B., we continue to develop our digital capabilities to encourage the ease of use of online and mobile banking. We recently engaged a vendor, as Civista’s partner, to assist us with our digital transformation. This digital transformation has assisted us in serving our current customers and has helped us gain new customers by allowing us to provide them our banking services anywhere, largely in a paperless, electronic manner.

A. Energy Efficiency and Occupant Comfort

Civista Bank has undertaken a multi-year effort to design and retrofit our buildings to maximize energy efficiency, enhance occupant comfort and efficiently use building materials to reduce resource consumption. Evidence of these efforts includes the following facility improvements:

Ohio:

1. Norwalk, Ohio, Seminary Road Branch Renovation

- New ionization filtration on furnaces (2021).
2. Russells Point, Ohio, South Orchard Island Road Branch Renovation
 - New High Energy Efficiency Hot Water Tank (2021).
 3. Sandusky, Ohio, Water Street Main Office Renovation
 - New Energy Efficient LED lighting (2021);
 - New roof with reflective membrane to maintain better energy efficiency (2021); and
 - Installation of more energy efficient building automation system on boiler and cooling plant (anticipated 2022 completion).
 4. Sandusky, Ohio, Howard Drive Operations Center Renovation
 - New energy efficient and near medical grade filtering HVAC (March 2020);
 - New ionization filtration on rooftop units (2020);
 - Increase MERV rating on existing filters (HEPA Equivalency)(2020);
 - Replaced AC Unit for IT Server Room with a more energy efficient unit (2021);
 - Replaced TRU with high energy efficiency (2021); and
 - New exterior energy efficient LED lighting (anticipated 2022 completion).
 5. Shelby, Ohio, Mansfield Avenue Branch Renovation
 - New high energy efficiency furnaces with ionization filtration (2021)
 6. Shelby, Ohio, North Gamble Street Branch Renovation
 - HVAC energy efficient replacement for ATM kiosk (2020).
 7. Willard, Ohio, Walton Street Branch Relocation
 - New energy efficient HVAC, LED lighting and doors and windows (June 2020).

Indiana:

1. Lawrenceburg, Indiana, Stateline Road Branch Renovation
 - New high energy efficiency hot water tank (2020).
2. Lawrenceburg, Indiana West Eads Parkway Branch Renovation
 - New high energy efficiency windows (May 2020).
3. Milan, Indiana, Mill Street Branch Renovation
 - New energy efficient HVAC and LED lighting (October 2020).

B. Environmental Risk Avoidance

Civista Bank created our Environmental Risk Policy to be implemented in all commercial loan transactions secured by real estate. The purpose of the policy is to minimize or eliminate environmental risk, costly litigation and/or governmental enforcement actions. Civista Bank's policy is to evaluate real estate lending activities for existing and potential environmental risks and liabilities using good practices commonly employed by similar institutions in the commercial lending industry. Our efforts at mitigating environmental risks include conducting Environmental Site Inspections, completing Environmental Questionnaires to identify any Potential Environmental Condition ("PEC") or Recognized Environmental Condition ("REC"), and engaging a vendor to analyze data bases to provide an environmental report that provides "low risk" and "elevated risk" ratings for subject properties from a qualified environmental professional. This process may also result in the acquisition of a required Phase I Environmental Survey and/or Phase II Environmental Survey.

C. Recycling

Civista Bank's corporate wide efforts at recycling paper waste resulted in recycling approximately 239,200 pounds of paper in 2021 and 249,600 pounds in 2020 that was repurposed for future use.

II. Social

An integral part of Civista Bank's commitment to efficient operations is our continued, ongoing focus on our relationships with employees, customers, vendors and the communities within which we operate.

A. Employees

In 2021, Civista Bank celebrated the milestone anniversaries of nearly 60 employees that have been with Civista Bank between five years and 45 years. We are very proud of our dedicated and loyal employees.

Our focus on our relationship with our employees is reflected in Civista Bank's Employee Handbook. The Employee Handbook requires respectful and appropriate relationships with, by and among our employees.

Our commitment to respectful and appropriate relationships with, by and among our employees is enhanced by the following Bank programs and processes contained within our Employee Handbook: Equal Employment Opportunity Policy; Affirmative Action; Pay Transparency; Americans with Disabilities Act; Workplace Harassment; Employee Relations Philosophy; New Employee Orientation; Employee Development (discussed more fully below); Resolving Issues and Concerns of Employees; Bank Benefits provided to Employees (discussed more fully below); and Health and Safety (including Workplace Violence, discussed more fully below).

1. Benefits Provided to Civista Bank Employees

To attract and retain qualified employees, Civista Bank offers all of our full-time employees the following Benefits:

a. Health Insurance

Civista Bank strives to provide our employees with a comprehensive, cost effective and competitive benefits package. We want to make sure that our employees are getting the most out of their benefits. We offer two different health plans: a traditional PPO with reduced deductibles and out-of-pocket costs with an affordable prescription plan as well as a high deductible health plan that includes a Health Savings Account (“HSA”). An HSA enables employees and their families to save for any future medical expenses that they may incur. The HSA plan includes a Bank contribution to each employee’s HSA to help the employee to build their HSA balance. We also offer dental and vision insurance, as well as a Flexible Spending Account (“FSA”) and a dependent care account. In order to help keep our employees’ share of their health insurance premiums to a minimum, Civista Bank does not allow the employee paid portion of their health insurance premium to exceed 15% of their annual salary. In addition, Civista Bank annually offers onsite health screenings and flu shots to all employees free of charge and during work hours.

b. Life Insurance

Employees who qualify, receive Civista Bank paid group term life insurance (valued at two times their annual salary), as well as short-term and long-term disability insurance, all at no expense to the eligible employee. Employees also have the option to purchase additional voluntary life insurance coverage for spouses and qualifying dependents.

c. Vacation and other Paid Time Off

Civista Bank offers many forms of paid time off to all employees, including vacation (one week to four weeks depending upon level of employment and length of service), all Federal Reserve Bank holidays (up to eleven per year plus one floating holiday), personal time (up to 48 hours per year), Family and Medical Leave (“FMLA”), general leaves of absence (non-FMLA), military leave, jury duty leave, victims and witnesses leave and bereavement leave. For employees who donate to the United Way, Civista Bank matches their contribution and provides an additional paid day off to each contributing employee to further encourage engagement with our communities and those in need.

d. 401(k) Plan and Profit-Sharing Contribution

Civista Bank offers a 401(k) Plan that allows employees to begin deferring compensation, tax free, for their retirement. This benefit is available immediately upon hire and immediately vests without completing any waiting period. Furthermore, Civista Bank matches those contributions at a rate of 100% on the first 3% of annual salary deferred and 50% upon the next 2% of annual salary deferred. In addition to matching contributions, for the last several years, Civista Bank has made a profit-sharing contribution to all employees' 401(k) accounts. We have proudly deposited over \$3,500,000.00 into employee retirement accounts over the past seven years, through our profit-sharing contribution to our employees' 401(k) accounts.

e. 911 Savings Fund

The purpose of this benefit is to assist employees in building an emergency fund for unexpected life events. Civista Bank wants to help employees to achieve an emergency savings fund by offering the 9-1-1 Savings Fund. Civista also provides an annual employer contribution to each employee's individual 911 Savings Fund. If an Employee deposits at least \$20.00 from each biweekly paycheck in a calendar year into their 9-1-1 Savings Fund, Civista Bank will match the employee's first \$520.00 of total annual deposits.

f. Other Benefits

Other benefits that Civista Bank provides to all of our full-time employees include an Employee Wellness Program ("WP") and an Employee Assistance Program ("EAP").

Civista Bank offers a comprehensive WP for our employees and their covered spouses. By partnering with appropriate medical and health care providers, we are able to offer onsite wellness screenings and vaccinations as well as access to multiple online resources to help employees obtain or maintain a healthy lifestyle.

Civista Bank also recognizes that employees may, at times, need a helping hand to help cope with something in their life or to assist them in figuring out what to do should life's difficulties arise. Our EAP provides immediate and personal resources, support, and guidance 24 hours a day, 7 days a week, by phone, online, live chat, email or text.

Civista Bank also honors our military Veterans annually in November by providing them with an acknowledgement of their service signed by our Executive Management team. We include a gift card for each of our Veterans to enjoy a dinner with their family. An announcement is shared with all employees recognizing our Veteran employees and the Veteran and active service family members of our employees.

To further honor Veterans on Veterans Day, Civista Bank sent out more than 500 greeting cards signed by our employees to 3 Veterans Homes in Ohio and Indiana thanking the Veterans for their service.

2. Comprehensive Training and Development Program

Employee development and retention are the life blood of Civista Bank. Employee development is also an integral part of our Strategic Plan. Civista Bank's Comprehensive Training and Development Program is based upon a philosophy that separates us from our competition. Our philosophy is to deliver an exceptional client experience to our customers each and every time and to be a market leader in each community that we serve. This is accomplished by developing our people to be their best and to enable them to fulfill their potential.

Civista Bank's Comprehensive Training and Development Program starts with our Talent Assessment Process. Our Talent Assessment Process is comprised of three key components: Benchmarking, Job Description and the development of an Interviewing Guide. The importance of this process is foundational in building performance evaluations, enabling coaching and attracting and retaining talent. By partnering with an external consulting firm, we have been able to build a sustainable process and have certified an employee Talent Development Specialist, to perform the work internally. The process begins by working with department leadership and identifying an employee Subject Matter Expert ("SME") who understands the key attributes and complexity of the role's daily activities and duties. The SMEs and department leadership are lead through a brainstorming session where all aspects of a specific role are explored. Through this session, Key Accountabilities are established to represent the specific role's high-level activities, with Specific, Measurable, Attainable, Realistic and Timely ("SMART") goals and activities assigned. Key Accountabilities are the driving factors for performance evaluations and coaching metrics. After the Benchmarking is complete, Human Resources creates concise Job Descriptions for each role based upon information from the benchmarking session. An Interview Guide is then created to identify the desired interview questions based on the role and job description. As mentioned above, this process goes a long way in enabling us to fulfill a central tenet of our strategic plan: the professional development of our people.

Civista Bank's Comprehensive Training and Development Program advances and instills our philosophy throughout our organization. This is illustrated through the following Civista Bank financed education and training programs and courses:

- a. Graduate School of Banking Program: Civista Bank has invested in the training and development of many employees throughout our organization by paying for selected employees to take certain online graduate courses, tailored to meet the needs of today's banking leaders, at the Graduate School of Banking at the University of Wisconsin- Madison.

- b. Ohio Bankers League (“OBL”) Educational Webinars: Civista Bank provides for our employees to attend (via webinar) educational courses provided by the OBL regarding topics such as Diversity, Equity and Inclusion (discussed more fully below), Anti-Money Laundering, Anti Predatory Lending, Fair and Responsible Lending, the Truth in Savings Act, Commercial Lending (multiple courses), Currency Transaction Reporting, Customer Identification (CIP) Basics, Mortgage Fraud Awareness, Equal Credit Opportunity Act for Mortgage Lenders, Teller Training – Check Holds, Check Fraud Awareness, Fair Lending, Fair Credit Reporting Act, FDIC Insurance, Flood Insurance, HMDA (multiple courses), ID Theft, Loans to Insiders, Reg. D, RESPA, Suspicious Activity Reporting, Truth in Lending (multiple courses), Elder Financial Abuse, Physical Security, Sexual Harassment; Notary Public Issues and Updates and Human Resources.

- c. Internal Bank Training Courses:

Our Employee On-Boarding Program is an internal Bank training program that is comprised of a comprehensive curriculum that welcomes new hire employees into the Civista Bank family. This program commences with our New Hire Orientation. Topics covered in the New Hire Orientation include our Employee Handbook, our Code of Conduct and a Personal and Professional Development course. New hire employees are also introduced to the Human Resources Department, the Information Technology Department and the Employee Learning and Development Department to commence the process by which we create and grow a strong Civista Bank culture. Our Employee On-Boarding Training Program also requires new hire employees to complete our Financial Literacy Program to familiarize these employees with the program that we present to customers throughout the communities that we serve.

Our Compliance Training Program, as part of our employee training, includes a series of assigned courses through our learning management system. These courses are assigned to specific employees based upon the Civista Bank department within which the employee is employed, the role that the employee serves within that department and the educational needs of the employee; all in an effort to continually grow the educational base of Civista Bank employees. All employees are assigned required compliance courses and are monitored for completion. In 2021 Civista Bank attained a 100% completion rate of all required Compliance Training courses. Topics covered in the Compliance Training courses include Safety and Security, Privacy, Confidentiality, Anti Money Laundering, Home Mortgage Disclosure Act (HMDA), Mortgage Fraud-Identifying Red Flags, Flood Disaster Protection Act, Fair Credit Reporting Act, Bank Secrecy Act (BSA), Avoiding Unfair or Deceptive Acts, Stopping Harassment, Stopping Inequitable Treatment and Behavior, Working Ethically, Building Teams and Cyber Security. Civista Bank’s Risk Department and Human Resources Department also require

training for all employees on Detecting and Preventing Elder Financial Abuse, our Customer Complaint Policy and Procedures and Creating Strong Passwords. Additionally, all departments are required to take quarterly training classes that are specific to their area of responsibility.

Civista also provides virtual training for our retail employees. A hybrid learning model is provided and delivered to our employees virtually. It is facilitated by an instructor and provides hands on observation and coaching on a one-on-one basis.

Courses are also available for supervisors and managers across the organization to provide managers and supervisors with the additional knowledge and skills needed to select and grow talent within their areas of responsibility.

- d. Civista Bank has also undertaken a comprehensive training and education curriculum for our employees on the subject of workplace violence. We have partnered with a vendor to provide live training sessions for the entire organization, as well as follow-up training at each of our locations, to provide specific guidance in an effort to mitigate threats to our people and our customers, and to train our employees how to react under these worst-case scenarios.
- e. Beginning in August of 2019, senior management began working with representatives from Civista's core processing vendor to conduct exercises aimed at improving our cybersecurity and business continuity practices. These exercises included a FS-ISAC simulated Cyber Attack against Payment Systems (CAPS) that concentrated on improving incident response and business continuity procedures. Additional exercises such as KnowBe4 cybersecurity trainings have been conducted regarding business email compromise and other department specific training. Civista Bank will continue to provide the training necessary to develop our people and protect our customers.

3. Communication with Employees

- a. Annually, our senior management conducts an Internal Employee Engagement and Culture Survey. Employees are encouraged to participate in this anonymous survey. By participating in the Survey, our employees are able to provide anonymous feedback to our senior management team on various matters such as diversity and inclusion, employment satisfaction, latent employee needs and strategies to address those needs, all while providing future learning opportunities. According to the results obtained from this Survey in 2020 and 2021, employees were satisfied with Civista Bank's focus on diversity and inclusion, as well as Civista Bank's responses to the challenges brought on by the pandemic.

- b. In addition to the internal Employee Engagement and Culture Survey, Civista Bank gains further understanding from our employees through our Internal Service Quality Surveys. These surveys measure the quality of internal service provided by certain departments within Civista Bank to other departments of Civista Bank. The insight provided by these surveys allows senior management and department leaders the opportunity to review processes and procedures and communication strategies to better serve internal departments. Action planning sessions are also held, allowing employees to express their thoughts and ideas, improving employee engagement and improving the inta-Bank customer experience.

4. Diversity, Equity and Inclusion Initiative

Our Diversity, Equity and Inclusion (“DEI”) Initiative is an integral part of our talent and leadership development strategies that allows Civista Bank to attract, educate and retain top talent from our diverse marketplace, all while improving opportunities for all employees to be included and heard.

- a. Since 2020, our management and employees have been working together to develop an encompassing, efficient and effective DEI Initiative with help and guidance from the OBL and Mosaic Development.
- b. In 2021, a strategic plan was developed under the DEI Initiative that has provided Civista Bank with a course to follow over the next several years. Following this course has already resulted in Civista Bank creating a more inclusive and diverse culture, which supports and expands the knowledge of our employees, vendors, customers and communities regarding our DEI Initiative. It has also improved Civista Bank employee retention and Civista Bank’s ability to attract top talent and has allowed Civista Bank to build partnerships with other organizations in an effort to establish a collective voice.
- c. Our DEI Initiative involves Executive Sponsors as well as a DEI Council comprised of a diverse cross section of employees from across Civista Bank’s departments and areas of service. These dedicated professionals are working everyday with their fellow employees to expand and strengthen Civista Bank’s culture with regard to the enhancement of diversity, equity and inclusion within the workplace and throughout our organization, as well as within Civista Bank’s relationships with our customers, vendors and communities. Our DEI Initiative now has 3 Executive Sponsors and our DEI Council now has 31 members. Meetings of the DEI Council focus on inclusion activities and often include guest speakers.
- d. In 2021, Civista Bank formed our first Employee Resource Group (“ERG”), Women in Banking, and that ERG is now charting its course to help our DEI Council guide how we further engage, empower and educate our employees. This ERG consists of almost 70 members and meets twice a month. Each of its meetings includes a guest speaker and/or discussions related to topics

inclusive to women. This ERG also works in conjunction with other organizations, such as the OBL, the Women for Economic and Leadership Development (Columbus Chapter) and the Working Women Connection (Sandusky Chapter), to improve their collective voice. An identified future expansion of this ERG would include an outreach program to our business customers and others, with more ERG's to be formed as we progress.

- e. Our DEI Council also provides employees with regular and in-depth information and updates through a DEI newsletter and DEI emails. These communications not only keep our employees informed as to the DEI Council's efforts, but also inform our employees on what they can do as individuals to advance the DEI initiative both at work, in their interactions with customers and vendors and in their own lives.
- f. In 2022, our DEI Council intends to complete formation of a Veterans Employee Resource Group that will chart a course to expand on our efforts to engage, educate and empower our employees who have served our country in military service, as well as those employees whose family members may have served or are currently serving our country in military service.

5. A Great Employer

As our efforts to continue to attract and retain qualified employees come to fruition, third party surveys of our employees and the employees of other employers, have resulted in numerous accolades including the following:

- For nine consecutive years (2013 - 2021), we have been named as one of the "Best Banks to Work For" by the American Bankers Association; and
- For eleven consecutive years (2011- 2021), we have been named as one of the "Best Employers in Ohio" by Crain's Cleveland Business.

B. Customers

Our focus on Civista Bank's customer relationships is demonstrated by, among other things, our engagement of a full time, third party, off premises Customer Care Center to improve service to our customers. The Customer Care Center provides additional coverage when we have excess customer service demand during the day as well as providing customer service coverage at night and on weekends. We can now service our customers 24 hours a day, 7 days a week. As a result of our new Customer Care Center, responses to our customer inquiries are being provided to our customers at a rate 10% faster than previously provided. Also, the Civista Care Center is located in the Midwest, nor overseas.

In addition to our Customer Care Center, and in an effort to further improve customer service, Civista Bank recently invested an immense amount of its time and resources into its "Digital Transformation." Because of our Digital Transformation and the

creation of our Civista Bank Digital Banking platform (“Digital Platform” or “CDB”), Civista Bank is able to meet our customers’ expanding expectations. We have enhanced the overall customer experience through digital products and services that provide convenience, flexibility and strong customer engagement. Across all devices (mobile, tablet and desktop), Civista Bank offers our CDB in an omni-channel environment (online, mobile, treasury management, personal financial management tools, social media outlets and in person). By delivering a consistent experience with the CDB to all of our customers through all of the channels, Civista Bank is positioned to retain customers, attain new customers, gain customer loyalty, create awareness and establish itself as a trusted financial resource. Our digital transformation also has allowed us to internally identify trends, analyze behaviors and use artificial intelligence to expand our knowledge, enabling us to exceed our customer’s expectations and positioning us for even greater customer service in the future.

Since introduction, Civista Bank has achieved several key initiatives with our Digital Platform:

1. We launched an enhancement to our eStatement delivery system that provides customers with additional information through our Digital Platform. Customers can now receive their statements (loans and deposits), tax documents and other notices in an electronic format, alleviating their reliance on traditional postal delivery and saving on the use of natural resources.
2. In June of 2021, we transitioned over 33,000 online and mobile banking customers to our Digital Platform.
3. Within our Digital Platform, we subsequently introduced our Personal Financial Management tool to help our customers manage their daily finances. We also introduced our CardSwap tool which put the control of managing multiple preferred payment cards into one location allowing our customers the ability to conveniently change the payment card that the applicable customer uses to satisfy recurring payments or subscriptions.
4. In October, 2021, Civista Bank launched our Online Account Opening tool to allow existing customers and new customers the opportunity to open consumer relationships with Civista Bank on their own personal devices (mobile, tablet and desktop).

A key component of our Digital Platform is bringing Civista Bank to our small business and corporate customers. Giving these customers greater access to our products and services assists them in growing their businesses. During the introduction of our CDB, we conducted individualized training sessions for over 50 businesses throughout our footprint. These training sessions educated these customers on the use of the new system and the expansion of products and services available to them.

Further, to enhance our customers satisfaction with their interaction with our CDB, we recently introduced Civista Bank’s new chatbot, a virtual banking assistant, named Penny. Penny, using the power of artificial intelligence, greatly enhances our customers’ ease of access to, and use of, our CDB and, coupled with the availability of live support through the Customer Care Center, allows us to better satisfy our customers’ needs.

Other evidence of our focus on customer relationships includes the following:

1. Alloy Labs Partnership

Civista Bank has partnered with Alloy Labs. Alloy Labs has assembled a consortium of community and mid-sized banks to work collectively in an effort to identify underserved markets, find solutions and bring those solutions to market as fast, if not faster, than our larger super-regional competitors. Providing prompt innovation and improved customer service within our markets is consistent with our goal of strengthening our communities.

2. Cyber Improvements

Civista Bank manages our cyber risk by engaging with industry leading partners to provide our transaction processing and customer interfaces. All customer facing services are delivered by these trusted partners.

In 2021, Civista Bank implemented many new or enhanced controls. These controls included authentication, anti-phishing, protecting private information, monitoring threats, patching, endpoint protections and addressing the threat of ransomware.

Civista also added staff with strong skills and experience in cyber security to enhance our Information Security Program.

3. Erie County Econ Development Corp. (ECEDC)

Using local technical expertise, Civista Bank strongly supports the ECEDC initiative to expand the availability of broadband technologies in our footprint. As our digital banking capabilities expand, fast and reliable access to the internet is essential so all of our customers are fully empowered to best manage their financial wellbeing.

4. Banks Never Ask That Campaign

Annually, Civista Bank joins the American Bankers Association (ABA) and other banks across the nation in participating in an anti-phishing campaign called the “Banks Never Ask That Campaign.” This is an industry wide campaign to educate consumers about the persistent threat of phishing scams. This campaign coincides with National Cybersecurity Awareness Month (October).

C. Vendors

Civista Bank requires the same integrity, honesty and ethical behavior from our vendors that we require from our employees and directors. We continue to develop and implement our comprehensive Vendor Management Program to further enhance this effort. Our Vendor Management Program enables us to maintain a database of third-party goods and/or services providers, which have provided us with current due diligence documentation. This allows us to perform internal risk and performance assessments of our critical vendors. Civista Bank's continued relationship with strong partners allows us to better serve our communities.

D. Communities

Civista Bank is a community bank. Serving and seeking to improve our communities is at the core of our purpose and performance.

As part of our commitment to fulfilling our community service goals and to satisfy the requirements of the Community Reinvestment Act (the "CRA"), Civista Bank provides considerable support of affordable home ownership by making various forms of loans within our communities. This is demonstrated by the community development loans and community development investments made by Civista Bank within our communities and donations, from Civista Bank and Civista Bank employees, of time and money within our communities:

1. Support for Affordable Home Ownership within our Communities

- a. In the 3 year period, through 2021, under the FHLB Welcome Home Program, Civista Bank has provided 151 Loans totaling \$759,565.00. The Welcome Home Program offers grants to fund reasonable down payments and closing costs incurred in conjunction with the acquisition or construction of owner occupied housing by low and moderate income individuals; and
- b. In the 3 year period, from 2019 to 2021, under our Community View Home Loan Program, Civista Bank has provided 526 Loans totaling \$67,802,278.00. The Community View Home Loan Program is an affordable home loan program that offers additional benefits for borrowers within low and moderate income guidelines to purchase homes in qualified neighborhoods.

2. Support for Community Development within our Communities

- a. In the 3 year period, from 2019 to 2021, Civista Bank has made 32 Community Development Loans totaling \$39,513,226.00. Community Development Loans support affordable housing (including multifamily rental housing) for low and moderate income members of our communities, and various additional community services targeted to low and moderate income individuals as well as activities that promote economic development, and

revitalize/stabilize low and moderate income geographic areas. These loans also assist in designated disaster areas or distressed or under-served non-metropolitan middle income areas. Our loans supported 568 units of affordable housing and created and/or retained 180 jobs for low or moderate income individuals.

- b. In the 3 year period, from 2019 to 2021, Civista Bank made approximately \$37,317,455.00 in Community Development Investments (“CDIs”) within our communities. CDIs are qualified investments including qualifying grants, donations or in-kind contributions that benefit our communities. CDIs serve low and moderate income areas or individuals to support community development initiatives like affordable housing, economic development, revitalization and/or stabilization of existing housing as well as various other community services. CDIs are responsive to overall credit and community development needs.

3. Employee and Corporate donations of time and money within our Communities

a. Employee Donations

In the 3 year period of 2019 through 2021, our employees provided 1,684 volunteer hours at over 40 different organizations that serve or are located in low and moderate income areas.

In addition, the following members of our Executive Management Team served within our communities in the following positions:

- Dennis G. Shaffer, Chief Executive Officer and President
 - Board Member, Greater Sandusky Partnership (2021-present)
 - Board Member, OBL (2021-present)
 - Civista Bank has been a member of the OBL since 1998.
- Charles A. Parcher, Senior Vice President and Chief Lending Officer
 - Board Member, Wildwood Development Hospital (2012-2015)
 - Board Member, Flower Hospital (2016)
 - Board Member, MetroBoard (2017-2022)
 - Board Member, YMCA of Greater Toledo (2011-present)
 - Vice Chairman, YMCA of Greater Toledo (2013-2017)
 - Chairman, YMCA of Greater Toledo (2017-2019)
 - Immediate Past Chairman, YMCA of Greater Toledo (2019-2021)
 - Trustee for Life, YMCA of Greater Cleveland (2021-present)
- James O. Miller, Board of Directors
 - Board Member, Firelands Regional Health System (2020 – present)

b. Corporate Donations

In the 3 year period of 2019 through 2021, Civista made \$439,536.97 in corporate donations to non-profit and civic organizations within our communities.

c. United Way Donations

In the 3 year period from 2019 to 2021, \$486,851.22 of employee and Civista Bank matching donations were made through the United Way to our communities. These donations were made to more than 26 different United Way Agencies and more than 20 partner agencies.

As mentioned above, not only does Civista match United Way donations by our employees, but participating employees receive an additional paid day off for contributing.

d. Greater Sandusky Partnership

The Greater Sandusky Partnership was formed in 2021. The goal of the Greater Sandusky Partnership is to form a collective voice, which is business driven, to attain strong economic development in Erie County and increase the number of residents living in Erie County. Civista Bank donated \$100,000.00 to the Greater Sandusky Partnership in January of 2022.

e. Civista Charitable Foundation

The purpose of the Civista Charitable Foundation is to support local schools, community activities and non-profit organizations located in the Civista Bank service area in the tri-state area (southeastern Indiana, northern Kentucky and southwestern Ohio) through donations by not only Civista, but by other local businesses and others. Civista Bank has a seat on the Civista Charitable Foundation Board. Donations made by the Civista Charitable Foundation, for the 3 year period from 2019 through 2021, totaled \$407,495.39.

f. Firelands Forward Collaborative

The Firelands Forward Collaborative is a coalition of stakeholders, comprised of businesses, educational and governmental leaders in north central Ohio.

This coalition has created a workforce development initiative to attract, retain and educate members across north central Ohio in order to increase job skills, employee fulfillment and employee retention.

The Collaborative recognizes that a united region can be a powerful economic driver through leveraged collaboration and by bringing together the region's assets.

Civista Bank holds a membership seat on the Firelands Forward Collaborative Executive Committee.

Civista Bank invested \$30,000.00 in each of 2020 and 2021 into the Firelands Forward Collaborative.

g. Jackson Street Pier Project, Sandusky, Ohio

In addition to our 2019 Corporate Donations, Civista Bank also donated \$150,000.00 to help fund the construction of the new Jackson Street Pier, in Sandusky, Ohio. In recognition of such donation, the City of Sandusky named the ice skating rink located at the Jackson Street Pier, The Civista Bank Ice Skating Rink.

h. Casual for a Cause

Casual for a Cause is a program that Civista Bank supports through which employees can donate \$5.00 each to dress casually on certain days of the year. Each month employees select a charitable cause in one of Civista Bank's geographic regions to support through these employee donations.

In 2021, in lieu of Casual for a Cause, Civista Bank employees donated \$9,877.71 to the Max Soviak Memorial Fund. Private Soviak was killed in action in Afghanistan on August 26, 2021. Civista Bank also held a related fundraiser called 13 Weeks for 13 Soldiers/Workplace Giving that included casual dress for employees on Friday of each week.

In 2020, four charitable organizations received a total of \$8,688.00. These donations were significantly lower than the previous year as up to 60% of our employees had been working from home during the pandemic.

In 2019, 53 charitable organizations received a total of \$31,924.29.

i. Blood Drives

Employees donate to the well-being of the community by donating blood at quarterly blood drives held at our corporate office. These efforts are further supported by Civista Bank as donations are made at Civista Bank locations during working hours. Although these events were suspended during the pandemic, Civista hopes to again hold these events in the future, as permitted.

4. Financial Education

To further assist the communities we serve, we also provide our customers with access to an online Financial Literacy program on our website. In person programs are also available as part of our Civista@Work program. The Civista@Work

program is a program designed as a benefit to our business customers and the employees of those business customers. This program provides the employees of our business customers exclusive financial benefits and improves the financial fitness among our business customers' employees. Business customers' employees who participate in this program gain access to great benefits including a variety of financial literacy presentations, an Identity Theft presentation, an Importance of Credit presentation, a First Time Home Buyer presentation and a Building Healthy Savings Habits presentation.

At Civista we strive every day to assist and develop our communities in these many ways.

E. Pandemic

During 2021, Civista Bank continued to face unprecedented challenges due to the threat to the health and safety of our employees and customers presented by the COVID-19 Pandemic. As a result, we continued to provide the following protections for our employees and customers during the pandemic, with many of these protections ongoing:

1. We followed the CDC best practices to help prevent the spread of the coronavirus.
2. Our Pandemic Plan was promptly updated and implemented on March 9, 2020 (earlier than many financial institutions) and has continued to be updated as changes have occurred.
3. We provided the required soap, hand sanitizer, masks, thermometers, pens, cleaning solutions, signage and labor to ensure a safe environment for our employees and customers at all of our facilities. We also cleaned workstations/facilities and professionally disinfected offices, as required:
 - a. We installed touchless soap dispensers, touchless paper towel dispensers and hand sanitizing stations to reduce high touch surface contamination.
 - b. We upgraded filtration systems to provide better air quality in all locations.
4. We updated contingency plans to address the current and potential future impact of the coronavirus:
 - a. We developed a testing plan with IT and Information Security to support widespread remote operations to enable employees to work from home using Civista Bank equipment, while still maintaining systems security and integrity.
 - b. Civista Bank also provided curbside assistance when requested at all of our branches.
 - c. We suspended employee movement between our offices during periods when COVID cases were increasing in our communities.

- d. We developed a “Split Operations” staffing model to separate employees with like job functions to ensure social distancing and remain well below facility capacities.
 - e. We provided customer service through drive-thru and online banking operations. We implemented lobby service by appointment only for services not suitable for drive thru operations from March, 2020 through January, 2021. Customer communications were shifted to the use of digital communications where possible and other available self-service banking tools were also emphasized to the extent possible. We continue to improve and implement a broader range of online banking and electronic communications and service provision options to not only improve the customer experience during the pandemic, but to continuously improve the experience into the future.
 - f. All employees are mandated to have their temperature taken prior to admittance to any of our locations.
 - g. During periods when COVID cases were increasing in our communities, facial coverings/masks were required for every employee, customer, vendor and other guest at every one of our facilities and were supplied when necessary.
 - h. Social distancing was required of all employees and customers at every one of our facilities. Social distancing decals were placed on the floors of our facilities to assist customers in maintaining proper distancing.
 - i. Access to each branch was limited to 10 customers at all times. Each branch was limited to 1 customer entrance each with a sanitizing station provided at the entrance.
 - j. We established a Pandemic Concerns Voicemail to allow employees to anonymously voice concerns and kept employees and our communities fully informed as to our efforts and progress throughout this ordeal.
 - k. We installed Plexiglas barriers at all workstations at our Operations Center for essential workers who needed to be onsite.
5. We investigate every reported case of exposure to the virus by an employee to ensure that all affected employees’ risk of exposure is kept to a minimum. The net result of the efforts is that in 2021, of our nearly 500 employees, we have experienced only 117 employee COVID cases across the entire Civista Bank footprint.
 6. We incurred \$667,430.00 in pandemic related expenses in 2020 and 2021.

7. Of equal importance, during the pandemic we also assisted our customers and our communities with their financial well-being with the following:
 - a. SBA Guaranteed Paycheck Protection Program (“PPP”) Loans:
 - In the 2 year period, through 2021, Civista Bank approved 2680 PPP loans for \$389,831,000, protecting many jobs within our communities and keeping those business operating.
 - b. We also provided deferral of interest payments or principal and interest payments under existing commercial loans:
 - In the 2 year period, through 2021, Civista Bank provided 730 deferrals to our commercial loan customers with a \$390,833,424.33 book balance.

Civista Bank is very proud of the fact that it has provided payment deferrals to borrowers for 730 commercial loans with an aggregate book balance of \$390,833,424.33 during these trying times. By serving its customers and community in this manner, Civista helped its customers, and their surrounding communities ride out the storm. As of December 31, 2021, all of the borrowers under the above referenced deferred loans are paying as agreed.

III. Corporate Governance

We are committed to setting and meeting high standards in our Corporate Governance. Our corporate governance practices, as well as the quality of our Boards of Directors, guide us, allow us to grow and to better serve our shareholders, customers, communities and employees.

- A. Ownership.** The Holding Company does not have a controlling shareholder. The Holding Company’s Articles of Incorporation require that shareholders holding a supermajority of our outstanding common shares approve certain mergers and other business combinations. The Holding Company also does not have a poison pill provision in place, nor a material restriction on a shareholder’s ability to call a special meeting.
- B. Code of Conduct.** Our relationships with others and our conduct as a good corporate citizen are governed by our Code of Conduct. Our Code of Conduct is a collection of rules and policy statements intended to assist employees and directors in making decisions about their conduct in relation to our business. Our Code of Conduct demands honesty, integrity and ethical behavior from all of our employees and directors. Our relationship with others is also governed by our various policies, including but not limited to, Data Security Policy, Anti-Bribery and Anti-Corruption Policy, Whistle Blower Policy, Anti-Money Laundering Policy and Policy for use of Bank Funds.

A sample of these policies can be found here:

- [Code of Conduct](#)
- [Whistleblower Policy](#)

- C. Board of Directors.** We benefit from our Boards' vast experience, independent leadership and commitment to the Holding Company, Civista Bank and the communities we serve. Independent leadership and oversight responsibilities are driven through our robust independent Lead Director role, independent Holding Company committee chairs, and the full involvement of each of our independent directors, as well as our Chairman, Mr. Miller, and our executive director, Mr. Shaffer, the CEO and President of the Holding Company and Civista Bank.

Our Boards are actively involved in the oversight of our strategies and in holding management accountable, both for the current year and the long-term performance of the Holding Company and Civista Bank. They are focused on, and dedicated to, ensuring that we execute our responsibilities in a manner that is aligned with shareholder expectations, our strategic plan as well as the best interests of our customers, employees and communities.

- D. Members of our Boards.** There are currently ten members of the Holding Company's Board of Directors. Each Holding Company director is also a Director of Civista Bank. There are an additional five members of Civista Bank's Board of Directors, who are not also directors of the Holding Company.

Of the ten Civista Bancshares Inc. directors, nine are currently independent under NASDAQ's requirements and represent much of our geographic footprint. Because Mr. Miller concurrently served as both the Chairman of the Holding Company Board of Directors and the Chief Executive Officer of the Holding Company and Civista Bank until the end of 2017, he has not previously been determined to be independent by the Board of Directors. However, as it has now been more than three years since his retirement from the Chief Executive Officer position, Mr. Miller has been determined to be independent by the Board going forward. Such a determination is in conformance with NASDAQ requirements. Our Lead Director, Mr. Murray, is independent. Further, all members, including the chairs of our Audit, Compensation, and Nominating and Corporate Governance Committees are independent.

Furthermore, Mr. Murray has been nominated by the Nominating and Corporate Governance Committee to be Chairperson of both the Holding Company and Bank Boards, with Mr. Shaffer as Vice Chair. These appointments will be determined at the Boards' organizational meetings following the Annual Meeting on April 19, 2022. It is anticipated that Mr. Miller will retire as Chair, but will remain on the Boards of both companies.

Mr. Thomas Depler, who has served as a Director of the Holding Company and Bank since 2007, will retire as Director and will not seek re-election as a Director at the Annual Meeting. The Nominating and Corporate Governance Committee, with Mr. Shaffer's assistance, continues to seek diverse candidates for the position vacated by Mr. Depler.

[Learn more about our Civista Bancshares, Inc. and Civista Bank Boards of Directors including the nominee to the Board](#)

In 2021, our Nominating and Corporate Governance Committee implemented Board succession guidelines that included appointing Chairs-elect to the Audit, Compensation and Nominating and Corporate Governance Committees to succeed the then current Chairperson. These individuals will be appointed to the Chairperson position at the Board's organizational meeting following the Annual Meeting on April 19, 2022:

- Julie Mattlin, Audit Committee Chair-elect
- Mary Patricia Oliver, Nominating and Corporate Governance Committee Chair-elect
- Harry Singer, Compensation Committee Chair-elect

We also have a strong Executive Management Team serving both Civista Bank and the Holding Company that brings a wide breadth of knowledge and experience to each entity. Their extensive industry expertise has driven progress and momentum at Civista Bank. The team is dedicated to holding one another accountable, while delivering on commitments and maximizing long term value and serving the best interests of shareholders, customers, employees and our communities.

[Executive Management Team](#)

E. Board Diversity.

During 2019, the Nominating Committee and the Board of Directors adopted a formal Board Diversity Policy, a copy of which is linked here. This policy focuses on the consideration of cognitive diversity in identifying nominees for Director.

[Board Diversity Policy](#)

- Cognitive diversity is one of the primary factors considered by the Nominating Committee pursuant to its criteria for evaluating director candidates. Cognitive diversity promotes diversity of all types and seeks the inclusion of different perspectives and ideas to mitigate against groupthink. Cognitive diversity also seeks to ensure that the Holding Company and Civista Bank benefit from all available talent.
- Diversity is to be achieved through recruitment efforts and the gathering of candidate pools that consider not only merit, but the competencies, expertise, skills and background identified by the Board as being important to fostering cognitive diversity and an inclusive culture. The Nominating Committee will annually review and assess the Board Diversity Policy's effectiveness in achieving a diverse and robust board.

F. Charters. Our standing Holding Company Board Committees have charters that are annually reviewed and approved by the Holding Company Board. The most current may be viewed via the links below:

[Audit Committee Charter](#)

[Compensation Committee Charter](#)

[Nominating and Corporate Governance Committee Charter](#)

- G. Director Evaluations.** Our Directors undergo annual self-assessments and interviews by Nominating and Corporate Governance Committee members. This process applies a skills matrix to determine each Director’s performance and efficacy in their respective roles, their contributions to the Boards and Committees, their views on the performance of executive management, as well as their views on Board refreshment and the expectations of Board members in fulfilling their duties.
- H. Director Retreats.** The Boards of both the Holding Company and Civista Bank conduct an annual Directors Retreat at which Board members review, discuss and seek improvement in governance matters, refreshment strategies, as well as provide training and education to Directors all in line with the Holding Company’s and Bank’s strategic plan.
- I. Directors’ Guide, Board Refreshment and Succession Planning.** The Nominating and Corporate Governance Committee has adopted a Board of Directors’ Guide to provide guidance to the Directors as to governance matters, geographic representation, director orientation, director training, oversight of management, stock ownership requirements and much more.
1. Director Nominations. The Nominating Committee identifies nominees by considering recommendations from all sources and evaluates them by applying the criteria that it has adopted. The Board of Directors’ Guide, which was adopted by the Nominating Committee in 2020, sets forth criteria to be used in evaluating existing Directors and new Director candidates, the minimum qualifications that must be met by any Director nominee and the qualities and skills that are necessary for a Director, new or existing, to possess. In addition to the qualifications and expectations set forth in the Board of Directors’ Guide, the Nominating Committee also considers:
 - cognitive diversity pursuant to the above-described Board Diversity Policy;
 - relevant business and employment experience;
 - experience on other boards;
 - relevant special knowledge;
 - independence;
 - personal characteristics;
 - financial sophistication; and
 - community involvement.
 2. The Nominating Committee and the Board of Directors believe that each of the existing Directors of Civista and the newest nominee for Director, Ms. Clements, brings a strong background and set of skills that provides each of the Boards with competence, experience and expertise in a wide variety of areas, including business and executive management, banking, manufacturing, accounting and finance, tax, insurance, human resources, law and international business.
 3. NASDAQ Diversity Matrix. On August 6, 2021, the SEC approved amendments to the Listing Rules of the NASDAQ Stock Market (“NASDAQ”) related to board diversity. New Listing Rule 5605(f) (the “Diverse Board Representation Rule”)

will require each NASDAQ-listed company, subject to certain exceptions, (1) to have at least one director who self-identifies as female, and (2) to have at least one director who self-identifies as Black or African American, Hispanic or Latinx, Asian, Native American or Alaska Native, Native Hawaiian or Pacific Islander, two or more races or ethnicities, or as LGBTQ+, or (3) to explain why the company does not have at least two directors on its board who self-identify in the categories listed above. In addition, new Listing Rule 5606 (the “Board Diversity Disclosure Rule”) will require each NASDAQ-listed company, subject to certain exceptions, to provide statistical information about the company’s board of directors, in a uniform format, related to each director’s self-identified gender, race, and self-identification as LGBTQ+. Although we are not required to fully comply with the Diverse Board Representation Rule until 2025, we believe we presently meet a portion of the requirements of that rule based on the self-identified characteristics of the current members of our Board of Directors [and anticipate meeting all of the requirements of the rule following the election of the ten (10) nominees for election as Directors at the Annual Meeting]. In the matrix below, we have provided the statistical information required by the Board Diversity Disclosure Rule.

BOARD DIVERSITY MATRIX				
	FEMALE	MALE	NON-BINARY	NO DISCLOSURE
PART I: GENDER IDENTITY				
	2	8	0	0
PART II: DEMOGRAPHIC BACKGROUND				
African American/Black	0	0	0	0
Alaskan Native/Native American	0	0	0	0
Asian	0	0	0	0
Hispanic/Latin	0	0	0	0
Native Hawaiian/Pacific Islander	0	0	0	0
White/Caucasian	2	8	0	0
Two or More Races/Ethnicities	0	0	0	0
LGBTQ+	0	0	0	0
No Disclosure	0	0	0	0

J. Board Governance Initiatives. The Nominating and Corporate Governance Committee of the Holding Company Board of Directors continues its work on its governance initiative aimed at further improving corporate governance through annual self-assessments and interviews of all directors by Nominating and Corporate Governance Committee members. This process utilizes a skills matrix and includes efforts at moving forward with the Board refreshment initiative. As mentioned above, the Nominating Committee adopted a Board of Directors Guide, which among other things:

1. Formalizes the criteria to be used in evaluating existing Directors (through the use of the skills matrix and interviews) and new Director candidates and assesses their qualifications;

2. Sets forth certain expectations for Board members with regard to age, citizenship and residency, stock ownership (*i.e.*, a minimum of 5,000 shares of common stock of the Holding Company within five years of joining the Board), attendance at Board and committee meetings, experiences, knowledge, overall qualifications and integrity;
3. Identifies the roles, duties and responsibilities of the Directors, as well as those of the Chairman, Lead Independent Director and committee chairs;
4. Formalizes the process for conducting succession planning with regard to the CEO as well as executive management as a whole;
5. Sets forth the procedures for selecting an interim replacement CEO in the event the CEO should die or suddenly become incapacitated and unable to serve as CEO, as well as procedures for identifying, recruiting, evaluating and selecting a successor CEO;
6. Identifies certain expectations of Directors with regard to business development; and
7. Lays out the need for and structure of new Director orientation and continuing education for Directors.

Finally, as part of the Board refreshment initiative started in 2020, the Nominating Committee and the Board of Directors initiated the practice of nominating chairs-elect of the Boards of Directors and committees of the Holding Company's Board in order to provide for greater succession planning. The nomination and selection of chairs-elect was implemented at the Board's April 2021 organizational meeting and the chair-elect is anticipated to be appointed the chairpersons of the Holding Company's committees (*e.g.*, Audit, Compensation and Nominating Committee) at the Board's organizational meeting that follows the annual meeting.

- K. Insider Trading Policy.** All of the Directors, officers and employees of Civista are required to comply with the requirements of Civista's Insider Trading Policy. This policy includes a pre-clearance process that Directors and applicable officers are required to undertake before they may trade in the Holding Company's stock. The policy may be found here:

[Insider Trading Policy](#)

- L. Anti-Hedging.** Within the above Insider Trading Policy is a prohibition, applicable to both officers and Directors, against hedging Holding Company stock.
- M. CEO Stock Ownership Requirement.** As a Director, the CEO is subject to the same Holding Company stock ownership requirement as are all Directors. See the Directors Guide information above. The CEO is not compensated for his services as a Director.
- N. Executive Compensation Policy.** The Compensation Committee is responsible for the development and administration of policies regarding executive compensation and obtains input from management and outside consultants as appropriate. The Compensation

Committee approves executives' overall compensation levels and increases. It oversees executive compensation and benefit programs, and administers the Holding Company's and Bank's incentive plans. The Compensation Committee sets the compensation of the Chief Executive Officer. The executive officers are paid by Civista Bank for their services to the Holding Company, Civista Bank and the other subsidiaries of the Holding Company. They receive no compensation directly from the Holding Company.

The Compensation Committee's determinations are based in large part upon information concerning the compensation paid by similarly sized financial institutions. From and after 2018, the Compensation Committee has retained a compensation consultant, Compensation Advisors (now known as Newcleus Compensation Advisors "Newcleus"), to provide peer information and recommendations concerning the base salaries, incentives and total compensation to be paid to executives. In making compensation decisions for 2021, the Compensation Committee considered certain peer information and recommendations by Newcleus, in conjunction with a study offering information about base salaries at similar institutions.

It is important to note that the Change in Control Agreements in place with certain executive officers contain a "double trigger" provision. This provision requires that in order for an executive participant to receive compensation or "payout" in the circumstance of a change in control of Civista, the executive must also be terminated without cause within 24 months of the change in control.

- O. Incentive Plans/Clawback Policy.** The equity portion of incentive plans available to Bank officers has a three to five year vesting schedule, depending upon the recipient's position within the Holding Company and/or Bank. This aids in efforts to not only attract top talent, but to retain existing talent and ties overall performance to the Bank's performance and the interests of the Shareholders of the Holding Company. The incentive plans available to participants are also subject to a Clawback Policy that empowers the Compensation Committee to rescind and recover incentive payouts under circumstances requiring an accounting restatement. The relevant Policy can be found here:

[Clawback Policy](#)

- P. Role of the Compensation Committee, Management and Consultants in Determining Compensation.** As mentioned above, the Compensation Committee retains overall responsibility for administration of the compensation arrangements for executives. The Compensation Committee evaluates the factors relevant to compensation decisions and approves the compensation program for executives. Historically, the Compensation Committee has relied heavily on information obtained from consultants and other external sources concerning the compensation paid by similarly sized financial institutions. While the Compensation Committee considers the recommendations of the Chief Executive Officer in making annual compensation decisions with respect to other executive officers, the Compensation Committee retains ultimate authority and discretion regarding the compensation arrangements for executives and does not delegate any of its authority.

- Q. Compensation Philosophy and Objectives.** The objective of the compensation programs is to attract, compensate and retain key employees. Executives are compensated fairly in light of their responsibilities, the performance of the executives and the compensation paid to executives in similar positions at peer financial institutions in the Midwest. The Compensation Committee annually reviews and recommends the appropriate salary for the Chief Executive Officer and an appropriate salary or salary range for other executives.

Conclusion

We appreciate you letting Civista tell our success story. We are proud of our history and from where we came. We are proud of our growth and what Civista has become. Most of all, Civista is proud of our customers, employees and communities, and we look forward to continuing to partner with our employees, customers and communities well into the future. Thank you.