

## **CIVISTA BANCSHARES, INC. AND CIVISTA BANK**

### **ESG INFORMATION**

Civista Bank is a community bank that operates in the Ohio, Indiana and Kentucky markets. Civista Bank also operates a nationwide equipment leasing service as a division of Civista Bank, Civista Leasing & Finance, that is headquartered in Pittsburgh, Pennsylvania. 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 33 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 the development and well-being of our communities 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. Our 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. Berlin Heights, Ohio, East Main Street Branch Renovation
  - Installation of a new roof top unit (RTU) with humidification controls (2023).

2. Huron, Ohio, Cleveland Road Branch Renovation
  - Installation of new high efficiency heat pump (2022).
3. Liberty Center, Ohio, East Street Branch Renovation
  - Installation of a new roof with reflective membrane to maintain better energy efficiency (2024).
4. Napoleon, Ohio, E. Washington Street Branch Renovation
  - Installation of new more efficient LED lighting (2024); and
  - Installation of 5 new high efficiency RTU's (2024).
5. Napoleon, Ohio, N. Scott Street Branch Renovation
  - Installation of new more energy efficient LED lighting (2023).
6. Norwalk, Ohio, Milan Avenue Branch Renovation
  - Installation of new more efficient LED lighting (2024).
7. Norwalk, Ohio, Seminary Road Branch Renovation
  - Installation of two new high efficiency furnaces/air conditioning units (2023); and
  - Installed new ionization filtration on existing furnaces (2021).
8. Plain City, Ohio, S. Jefferson Avenue Branch Renovation
  - Installation of new more efficient LED lighting (2024).
9. Russells Point, Ohio, South Orchard Island Road Branch Renovation
  - Installed new high energy efficiency hot water tank (2021).
10. Sandusky, Ohio, Howard Drive Operations Center Renovation
  - Installation of new high efficiency LED exterior lighting (2023);
  - Added ventilation (split unit) for comfort and to increase R value and thus energy efficiency (2022);
  - Replaced AC Unit for IT server room with a more energy efficient unit (2021); and
  - Installed a new Roof Top Unit (ventilation) for greater energy efficiency (2021).
11. Sandusky, Ohio, Water Street Main Office Renovation
  - Installation of two new high energy efficiency heat pumps (2022);
  - Installation of more energy efficient building automation system (2022);
  - Installed new energy efficient LED lighting (2021); and
  - Installed new roof with reflective membrane to maintain better energy efficiency (2021).
12. Shelby, Ohio, Mansfield Avenue Branch Renovation
  - Installed new high energy efficiency furnaces with ionization filtration (2021).

**Indiana:**

1. Lawrenceburg, Indiana, Stateline Road Branch Renovation
  - Completed entire roof replacement increasing R value and thus, energy efficiency (2022).

2. Lawrenceburg, Indiana West Eads Parkway Branch Renovation
  - Completed entire roof replacement increasing R value and thus, energy efficiency (2022).
3. West Harrison, Indiana, Frey Road Branch Renovation
  - Installation of new more energy efficient LED lighting (2023 installation).

## **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 267,000 pounds of paper in 2023, 240,000 pounds of paper in 2022, 239,200 pounds of paper in 2021 and 249,600 pounds in 2020 that was repurposed for future use.

Civista Bank also held a community shred event for their customers in 2023 that resulted in an additional 20,000 pounds of recycled paper being re-purposed 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 2023, Civista Bank celebrated the milestone anniversaries (every five years) of 53 employees that have been with the Civista Bank between 5 years and 45 years. In 2022, we celebrated the milestone anniversaries of 60 employees that have been with Civista Bank between 5 years and 30 years. In 2021, we celebrated the milestone anniversaries of nearly 60 employees that have been with Civista Bank between 5 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).

#### 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. **Additionally, Civista Bank has recently been able to keep annual health insurance premium increases to less than 4% and has not passed on any of such premium increases to our employees.** Civista Bank also offers annual 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 qualifying contributing employee to further encourage engagement with our communities and those in need. In 2024, Civista Bank began providing every employee with paid time off in order to volunteer for charitable endeavors on Bank time. Civista wants to stand behind its mission to improve the financial lives of our customers, employees, and shareholders, and to make a difference in the communities that we serve. The best way to serve our communities is to be active volunteers in our communities.

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 \$5,164,597.53 into employee retirement accounts over the past 9 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 911 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 911 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.

## 2. Comprehensive Learning and Development Program

Employee retention begins with engaging our employees and providing opportunities for their development. We work to deliver a comprehensive program to build employee skill and knowledge. Employee development is also an integral part of our strategic plan. Civista Bank's Comprehensive Learning 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 University is a new Civista program that provides employees with an all-encompassing Learning Management System (LMS). It provides our internal Learning and Development Department with the ability to create specialized content and curriculums for individual job groups and learning paths for specific roles. This LMS has over 3000+ courses that employees can access to build and enhance their knowledge base.

We begin our talent development by setting a baseline 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. 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, our Human Resources Department 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 Learning and Development Program also advances and instills our philosophy throughout our organization. This is illustrated through Civista Bank's commitment to the following educational 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, the Equal Credit Opportunity Act for Mortgage Lenders, Teller Training – Check Holds, Check Fraud Awareness, Fair Lending, the 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. New Employee Onboarding

Our Colleague Connection Program is a program by which Civista Bank provides to newly hired employees of Civista Bank an internal one on one connection to share information important to their success and connectivity with Civista Bank. The Colleague Connection Program is designed to help new hires navigate Civista Bank and provide them with a welcoming environment where they have a specific employee to assist with their success, beyond their direct supervisor. Members of our DEI Council (discussed further below) have

contributed to the implementation and sustainability of the Colleague Connection Program by volunteering their time and talents to assist newly hired employees in connecting with Civista Bank. Educational materials for the Colleague Connection Program were developed and created by the Learning & Development Department and the Human Resources Department of Civista Bank. The Learning and Development Department also facilitates the training provided under the Colleague Connection Program to help familiarize new employees with the materials provided by the Program, providing our new employees with consistent information and a schedule to assist with the connections. This Program will be on-going to aid in the retention of new employees and continue to solidify our Civista Bank company culture.

d. 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 to the Civista Bank team. 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 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 (Civista University), 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 2023, 2022 and 2021 Civista Bank attained a completion rate of over 99% of all required Compliance Training courses. Topics covered in the Compliance Training Program (Civista University) include Safety and Security, Privacy, Confidentiality, Anti Money Laundering, the Home Mortgage Disclosure Act (HMDA), Mortgage Fraud-Identifying Red Flags, the Flood Disaster Protection Act, the Fair Credit Reporting Act, the Bank Secrecy Act (BSA), Avoiding Unfair or Deceptive Acts, Stopping Harassment, Stopping Inequitable Treatment and Behavior, Working Ethically, Workplace Violence, 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 focus on front line skills and system development, new account opening, consumer lending and business account opening. In 2023, a customer experience workshop was added for all new hires that was scheduled within 90 to 120 days after basic course completion.

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.

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 an 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 training have been conducted regarding social engineering (phishing, spear phishing, smishing, etc.), ransomware, 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. Survey results in 2023 had over 84% of all employees participate. 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, employee needs and strategies to address those needs, all while providing future learning opportunities. Survey results from 2023 show that employees are satisfied with Civista Bank as a workplace, our focus on diversity and inclusion and our strategic priorities.
- b. In October 2023, Civista Bank hosted its second annual "Day of Learning," bringing all employees together at The Ohio State University. Employees participated in presentations centered on mental health awareness and leadership. An executive panel discussion was also held that allowed employees to ask questions about Civista Bank and its strategic priorities. Team building activities were built into the day and provided all employees with an opportunity to network with other colleagues. This Day of Learning provided all employees with an opportunity to gather to hear a unified message on industry topics and company strategies.

#### 4. Diversity, Equity and Inclusion Initiative

In 2019 we began our Diversity, Equity and Inclusion (“DEI”) Initiative. That Initiative has now evolved into a program that has helped us to better understand who we are as an organization and to develop a strategy, for us to follow, to ensure that we become who we want to be. DEI 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 program with help and guidance from the OBL and Mosaic Development Systems (“Mosaic”).
- b. In 2021, a strategic plan was developed under our DEI program 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 program. 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 strategy 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 by 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. 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 meets once a month. Each of its meetings includes a guest speaker and/or discussions related to topics inclusive of 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. In 2023, the Women in Banking ERG had a meeting and workshop regarding, among other things, the book “Atlas of the Heart” by Brene Brown.
- e. In 2023, Civista Bank formed our second ERG, Innovation, and that ERG is now engaging employees across the Bank challenging them to bring

innovation to the forefront of the Bank's ongoing strategy plans. Monthly meetings are held, focusing on topics relevant to our strategy including, but not limited to, robotic automation and digital capabilities. Speakers from internal and external resources attend. The Innovation ERG hosted Adam Blue, the Chief Technology Officer of Q2, in December, 2023.

- f. Also in 2023, our DEI Council partnered with our Human Resources Department to celebrate International Women's Day on March 8, 2023. Throughout the first full calendar week of March, DEI Council members hosted 'meet and greets' at all Civista Bank locations, sharing information and encouraging employees to participate in all of the planned activities. In June 2022, we celebrated Pride month by, for the first time, sponsoring the Pride Festival in Sandusky, Ohio. We continued that sponsorship in 2023. In 2022, our DEI Council and Executive Management also participated in Unconscious Bias training. Civista Bank Senior Management and retail leadership participated in the Unconscious Bias training in 2023. As part of our ongoing DEI program, two employees will be certified in DEI and provide internal training in 2023 and 2024.
- g. Our DEI Council also provides employees with regular and in-depth information and updates through a DEI newsletter and DEI emails. These communications keep our employees informed as to the DEI Council's efforts and inform our employees regarding what they can do as individuals to advance DEI efforts at work, in their interactions with customers and vendors and in their personal lives.
- h. In part, through our diversity efforts, Civista Bank now has, of its 185 mid-level managers and other officers, 110 female colleagues and, of its 496 total employees (as of July 2023), 358 female colleagues.

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:

- a. For 10 years (2013 - 2021, 2023), we have been named as one of the "Best Banks to Work For" by the American Bankers Association; and
- b. For 13 consecutive years (2011- 2023), we have been named as one of the "Best Employers in Ohio" by Crain's Cleveland Business.

**B. Customers**

1. Customer Care Center

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 domestically, not overseas.

## 2. Digital Transformation

In addition to our Customer Care Center, and in an effort to further improve customer service, Civista Bank 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 (“CDB”) platform, 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), through our CDB, Civista Bank offers a unified user experience 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 to provide even greater customer service in the future.

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

### a. eStatement Delivery System

We launched an enhancement to our eStatement delivery system that provides customers with additional information through our CDB. 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.

### b. Account Transitions

By the end of 2023, we transitioned over 40,000 enrolled customers into eight different digital banking online groups: Consumer Online, Business Classic, Minor Online, Private Banking Online (services by Digital Banking Specialists), Treasury Management, Treasury Management Plus, Prefunded Treasury Management, and another account (served by Treasury Management Specialists).

c. Personal Financial Management

Within our CDB, 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 utilizes to satisfy recurring payments or subscriptions.

d. Online Account Opening

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).

e. Business Training

A key component of our CDB 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. Each Treasury Management customer receives an annual mailing from Civista Bank that includes CDB training materials. Also, every new Treasury Management customer receives video training along with their CDB setup and our marketing department delivers ongoing training materials and product knowledge brochures. These training sessions, training materials and product knowledge brochures have educated these customers on the safe use of the new system and the expansion of products and services available to them. In 2023, Civista Bank hosted 5 Lunch & Learn training sessions (one in each of Bank's operating regions) to educate our customers regarding NACHA, risk and fraud. Civista partnered with EPCOR to deliver this valuable information directly to our customers in each of those communities.

f. Virtual Banking Assistant

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 our Customer Care Center, allows us to better satisfy our customers' needs.

g. Fraud Monitoring

In 2023, we added Sentinel, an additional fraud monitoring tool within our CDB. We also increased the number of Positive Pay customers to help mitigate fraud.

In 2023, 63% of our customers surveyed use our CDB products and our CDB service had an aggregate level of satisfaction of 94% (rating 4.71 out of 5.0). Of our new account surveyed customers, 68% rated our CDB at 94% level of satisfaction (rating 4.76 out of 5.00).

### 3. Fraud and Cyber Security Enhancements

Other evidence of our focus on customer relationships and enhancements to our IT systems and Cyber Security systems include the following:

#### a. 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 the 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.

#### b. Cyber Security 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.

Civista Bank is a long-time and active member of the Financial Services – Information Sharing and Analysis Center (FS-ISAC). FS-ISAC is a member driven, not-for-profit organization that advances cybersecurity and resilience in the global financial system, protecting financial institutions and the people that they serve. FS-ISAC has played a critical role in protecting the global financial system for over 25 years. Its creation was inspired by U.S. Presidential Decision Directive 63 that was issued in 1998.

Civista Bank constantly implements and enhances controls as the cyber threat landscape continues to evolve. Civista deploys a layered approach to cyber security including, but not limited to, Enhanced Detection and Response (“EDR”), Security Information, Event Management (“SIEM”) and Next-Generation Firewalls (“NGFWs”). These controls, along with an increasingly knowledgeable cybersecurity staff, help to ensure confidentiality, integrity, and availability of data.

#### c. 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 to our effort to empower all of our customers to best manage their financial well-being.

d. 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).

4. Customer Satisfaction Information

Gaining feedback from our customers is a key component in our overall customer experience strategy. Through our Voice of the Customer (“VOC”) survey, Civista Bank partners with Mosaic to engage our customers in a multiple question survey to gather their overall satisfaction with and loyalty to Civista Bank. The VOC survey focuses on our employees’ behavior during customer interactions, problem resolution and customers’ usage of our CDB. Customers are engaged through direct telephone conversations 24 to 48 hours after a Civista Bank interaction. In 2023 we received feedback from over 2800 customers and earned an overall satisfaction score and loyalty score of 90%. Of the customers surveyed by the VOC survey, over 81% viewed Civista Bank as their primary Financial Institution.

**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 ongoing continued relationship with strong third-party 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

(“CDL”) and the Community Development Investments (“CDI”) made by Civista Bank within our communities, and the 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 5 year period, from 2019 to 2023, under the FHLB Welcome Home Program, Civista Bank has provided 143 Loans totaling \$762,771.32. 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 5 year period, from 2019 to 2023, under our Community View Home Loan Program, Civista Bank has provided 775 Loans totaling \$104,828,326.00. 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 2023, Civista Bank has made 31 CDL’s totaling \$54,453,000.00. CDL’s 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.
- b. Through 2023, Bank has made an aggregate commitment to invest \$20,900,075.00 into 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 the overall credit and community development needs.

3. Employee and Corporate Donations of Time and Money within our Communities

a. Employee Donations

Community Spark is a software program Civista Bank uses to track our employees’ involvement with community organizations and volunteer efforts. We continue to improve employee usage of Community Spark and work directly with our CRA Officer to train employees how to use the program.

In the 5 year period of 2019 through 2023, our employees provided 2,372 volunteer hours at over 136 different organizations that serve or are located in low and moderate income areas.

In addition, members of our Executive Management Team serve various non-profit organizations and other community service organizations within our communities. Following are some examples:

- Dennis G. Shaffer, Chief Executive Officer and President Civista Bancshares, Inc. and Civista Bank
  - Board Member, Cancer Support Community of Central Ohio
  - Board Member, Civista Bank Charitable Foundation
  - Board Member, Greater Sandusky Partnership
  - Board Member, Ohio Banking Commission
    - Appointed by Governor Michael DeWine
  - Board Member, Ohio Bankers League
    - Civista Bank has been a member of the OBL since 1998
- Robert L. Curry, Jr., Senior Vice President, Chief Risk Officer
  - Trustee, University of Mount Union
- Russell L. Edwards, Civista Bank Senior Vice President-Retail Banking
  - Board Member, Boys and Girls Clubs of Northeastern Ohio
- Charles A. Parcher, Senior Vice President – Civista Bancshares, Inc. and Executive Vice President and Chief Lending Officer Civista Bank
  - Board Member, ProMedica MetroBoard
  - Board Member, YMCA of Greater Toledo
  - Trustee for Life, YMCA of Greater Toledo
- Donna M. Waltz-Jaskolski, Senior Vice President-Customer Experience
  - Board Member, United Way of Erie County, Ohio

Members of our Holding Company and/or Civista Bank Board(s) also serve various non-profit organizations and other community service organizations within our communities. Following are some examples:

- Darci L. Congrove, Civista Bancshares, Inc. and Civista Bank Board Member
  - Board Member, Columbus College of Arts & Design
  - Board Member, Columbus Franklin County Finance Authority
  - Board Member, Columbus Chamber Foundation
  - Chairman, Audit Committee, Columbus College of Arts & Design
- Mark J. Macioci, Civista Bancshares, Inc. and Civista Bank Board Member
  - Board Member, Ohio Guidestone
- James O. Miller, Civista Bancshares, Inc. and Civista Bank Board Member
  - Board Member, Firelands Regional Health System

- Chair, Firelands Regional Health System, Board of Directors
- Chair, Firelands Regional Health System, Compensation Committee
- Board Member, Sandusky Maritime Association
- Board Member, Erie County Historical Association
- Board Member, Erie County Historical Society
- Board Member, Albert & Olive Schlink Foundation
  
- Dennis E. Murray, Jr., Civista Bancshares, Inc. and Civista Bank Chairman of the Boards of Directors
  - Commissioner, City of Sandusky
  - Member, Mylander Foundation, Charitable Distribution Committee
  
- Mary Patricia Oliver, Civista Bancshares, Inc. and Civista Bank Board Member
  - Chair, Beck Center for the Arts Board of Directors
  - Chairperson and Member of the Board Case Western Reserve University Law School, Society of Benchers
  - Member, Case Western Reserve University Law School, Dean's Visiting Committee
  - Chair, Ursuline Sisters of Cleveland, Advisory Board
  
- Harry Singer, Civista Bancshares, Inc. and Civista Bank Board Member
  - Trustee, Menorah Park Center for Senior Living
  
- Nathan E. Weeks, Civista Bank Board Member
  - Member, Northwest State Community College, Foundation Board
  - Chair, Northwest State Community College, Finance Committee
  
- Lorina W. Wise, Civista Bancshares, Inc. and Civista Bank Board Member
  - Board Member, YMCA Columbus
  - Board Member, Big Brothers Big Sisters Columbus

b. Corporate Donations

In the 5 year period of 2019 through 2023, Civista made \$1,119,100.69 in corporate donations to non-profit and civic organizations within our communities.

c. United Way Donations

In the 5 year period from 2019 to 2023, \$872,030.42 of employee and Civista Bank matching donations were made through the United Way to our communities. These donations were made to more than 27 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 qualifying 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, January of 2023 and has committed to making additional \$100,000.00 donations in calendar years 2024 2025 and 2026.

e. Civista Charitable Foundation

The Civista Charitable Foundation was established to provide funding in support of charitable causes within the Civista Bank market areas in the tri-state area (southeastern Indiana, northern Kentucky and southwestern Ohio) and their neighboring communities. This support, funded through the Civista Charitable Foundation, is consistent with Civista Bank's commitment to community service. This support includes, but is not limited to, providing grants to support community development, housing assistance, local education programs, nonprofit medical facilities, nonprofit community groups, cultural organizations and other similar types of organizations or civic minded projects that contribute to the quality of life in our tri-state community. The Civista Charitable Foundation is funded through donations by Civista Bank, other local businesses and various other philanthropists. Civista Bank has 1 seat on the Civista Charitable Foundation Board. The Civista Charitable Foundation Board votes to fund those projects or organizations which can demonstrate an ability to cost effectively deliver services and benefits which meet the needs of Civista Bank's communities and are consistent with the Civista Charitable Foundation's philosophy and mission. Donations made by the Civista Charitable Foundation, for the 5 year period from 2019 through 2023, totaled \$667,690.09.

f. 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 to support, within one of Civista Bank's market regions, through these employee donations.

In 2023, twelve charitable organizations received a total of \$10,872.00.

In 2022, twelve charitable organizations received a total of \$11,904.00.

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. In 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.

g. 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 hosted a blood drive in 2023 that resulted in the collection of 20 pints of blood that had the potential to impact 60 lives.

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.

In 2023, we further enhanced our Financial Education program. To enable efficient, effective and timely presentation of this vastly improved curriculum, our DEI Council received training and education on specific topics and is now able to facilitate Financial Education courses when there is a need from another provider.

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

### **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, our 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 independent Chairperson, independent Holding Company committee chairs and members, and the full involvement of each of our independent directors, as well as our Vice Chair and 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. Board Committees.** The Holding Company Board revised its committee structure, adding a new Board Risk Committee in 2023. This committee's responsibilities include overseeing the Bank's Enterprise Risk Management Program and assisting the Board in the oversight of the guidelines, policies and processes for identifying, assessing, managing, reporting, monitoring and mitigating risks to the Holding Company, and its subsidiaries, including credit risk, market risk (including interest rate risk), liquidity risk, compliance risk, operational risk, legal risk, reputational risk, strategic risk and cybersecurity risk (addressed as part of operational risk and includes information security, vendor management and business continuity planning).
- E. Members of our Boards.** There are currently 14 members of the Holding Company's Board of Directors. Each Holding Company director is also a Director of Civista Bank.

Of the 14 Civista Bancshares Inc. directors, 13 are currently independent under NASDAQ's requirements and represent much of our geographic footprint. Because Mr. James Miller, who retired as Chair on April 19, 2022, previously 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. However, as it has now been more than three years since his retirement from the Chief Executive Officer position, Mr. Miller could have been determined to be independent by the Board going forward. Such a determination is in conformance with NASDAQ

requirements. However, the Board resolved to maintain Mr. Miller's status as not independent. As mentioned earlier, Mr. Murray, is our current independent chairperson. Further, all members and chairs of our Audit, Compensation, Nominating and Corporate Governance and Board Risk Committees are independent.

Messrs. John O. Bacon and Allen Nickles, who have served as Directors of the Holding Company since 2023 and 2003, respectively, and of the Bank since 2005 and 2003, respectively, will retire as Directors and will not seek re-election as Directors at the Annual Meeting.

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

These individuals were appointed to the Chairperson position at the Board's organizational meeting following the Annual Meeting on April 18, 2023:

- Julie Mattlin, Audit Committee Chair
- Mary Patricia Oliver, Nominating and Corporate Governance Committee Chair
- Harry Singer, Compensation Committee Chair
- Darci L. Congrove, Board Risk Committee Chair (Ms. Congrove was appointed to her chairperson position upon the formation of this committee in September, 2023)

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.

In April, 2022, Mr. Russell E. Edwards, Senior Vice President Retail Banking, and Mr. Carl Kessler, Senior Vice President and Chief Information Officer, were unanimously appointed by the Board of the Holding Company as Holding Company Officers and thus, members of the Executive Management Team.

[Learn more about our Executive Management Team](#)

## **F. 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. This policy, as are all policies, is reviewed, updated and approved annually.

[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.

### NASDAQ Diversity Matrix

Below is the most current Board Diversity Matrix for the Holding Company as provided by the Holding Company Board, per NASDAQ requirements.

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 the requirements of that rule based on the self-identified characteristics of the current members of our Board of Directors. In the matrix below, we have provided the statistical information required by the Board Diversity Disclosure Rule.

	FEMALE	MALE	NON-BINARY
<b>PART I: GENDER IDENTITY</b>	4	8	0
<b>PART II: DEMOGRAPHIC BACKGROUND</b>			
African American/Black	1	0	0
Alaskan Native/Native American	0	0	0
Asian	0	0	0
Hispanic/Latin	0	0	0
Native Hawaiian/Pacific Islander	0	0	0
White/Caucasian	3	8	0
Two or More Races/Ethnicities	0	0	0
LGBTQ+	0	0	0
No Disclosure	3	7	0

- G. Charters.** Our standing Holding Company Board Committees have charters that are annually reviewed and approved by the Holding Company Board. The most current charters may be viewed via the links below:  
[Audit Committee Charter](#)  
[Compensation Committee Charter](#)  
[Nominating and Corporate Governance Committee Charter](#)
- H. 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.
- I. 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.
- J. 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, and is reviewed, updated and approved annually, 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 bring 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.

**K. 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 by the chairpersons of the Holding Company's committees (*e.g.*, Audit, Compensation, Board Risk and Nominating Committee) at the Board's organizational meeting that follows the annual meeting.

**L. 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](#)

- M. Anti-Hedging.** Within the above Insider Trading Policy is a prohibition, applicable to both officers and Directors, against hedging Holding Company stock.
- N. 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.
- O. 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 to provide peer information and recommendations concerning the base salaries, incentives and total compensation to be paid to executives. The current consultant is Blanchard Consulting Group ("Blanchard"). In making compensation decisions for 2023, the Compensation Committee considered certain peer information and recommendations by Blanchard, 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.

- P. 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](#)



- Q. Role of the Compensation Committee, Management and Consultants in Determining Compensation.** As mentioned above, the Compensation Committee retains overall responsibility for the 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.
- R. 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.