RURBAN FINANCIAL CORP.

26TH ANNUAL MEETING OF SHAREHOLDERS

APRIL 16, 2009

Welcome and Call To Order

Mark Klein

President and CEO

The State Bank and Trust Company

RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp.
SB&T - Advisory Board Members

Fulton County
Jim McDonnall
Ed Nofziger
Joe O'Neil
Bill Toedter
Joe Short

Paulding County
Floyd Furrow
John Kauser
Dr. John Saxton
Ronda Stabler
Jim Stahl
Rex Williamson

Lima Region
Pat Chaney
Joe Guagenti
Ron Miller
Tim Stolly

RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp.
Director Overview and Insight

Steve VanDemark

- Chairman, Rurban Financial Corp.
- Chairman, The State Bank and Trust Company
- Director, RDSI

RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp.
Holding Company Directors

Tom Buis *
Tom Callan
John Compo
Bob Fawcett
Dick Hardgrove
Ken Joyce *
Rita Kissner
Tom Sauer *
Steve VanDemark
Dr. Michael Walz *

* Indicates director up for re-election

RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp. Director Committees

- Audit Committee
  - Chairman: Rita Kissner
  - Financial Expert: Dick Hardgrove
- Compensation Committee
  - Chairman: Dr. Michael Walz
- Governance and Nominating Committee
  - Chairman: Tom Buis
- Director Loan Review Committee
  - Chairman: Tom Callan

RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp.
Directors of Subsidiaries

RDSI

Ken Joyce, Chairman

Don DeWitt

John Schock

Hank Thiemann

Steve VanDemark

Dr. Michael Walz

SB&T

RFC Directors

Mark Klein

RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp.
Annual Meeting Agenda

- Rurban Overview
- Rurban's Progress and Strategy
- Questions
- Election Results
- Adjournment

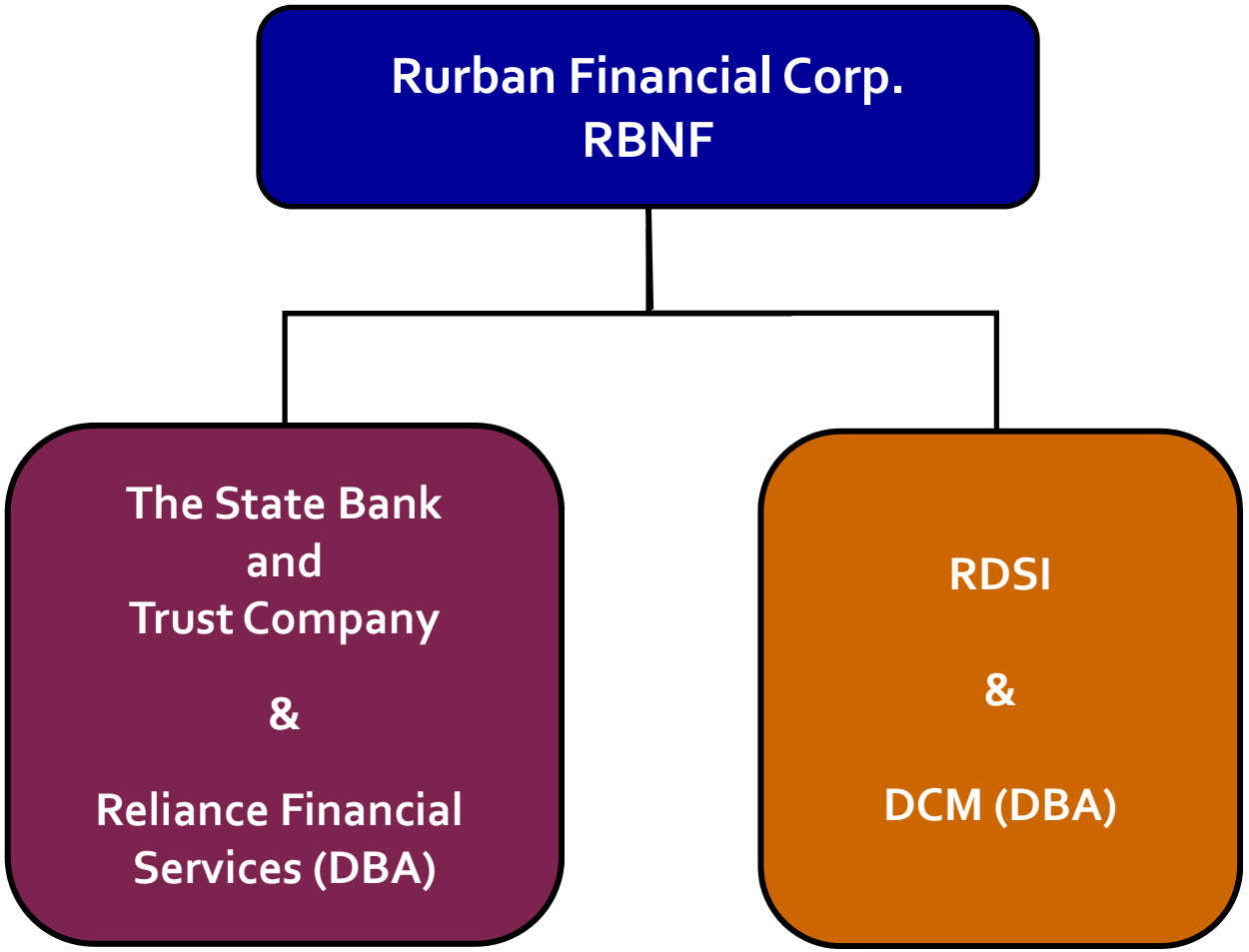
RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp. Profile

- Headquartered in Defiance, Ohio
- $658 million in assets at December 31, 2008
- Acquired National Bank of Montpelier on December 1, 2008
- 22 banking centers in eight counties in Ohio and Indiana
- Listed on NASDAQ Global Market: RBNF
- Two wholly-owned subsidiaries:
  - The State Bank and Trust Company (community banking)
  - RDSI (data and item processing for banks)

RFC RURBAN FINANCIAL CORP.

Rurban Financial Corp. Structure



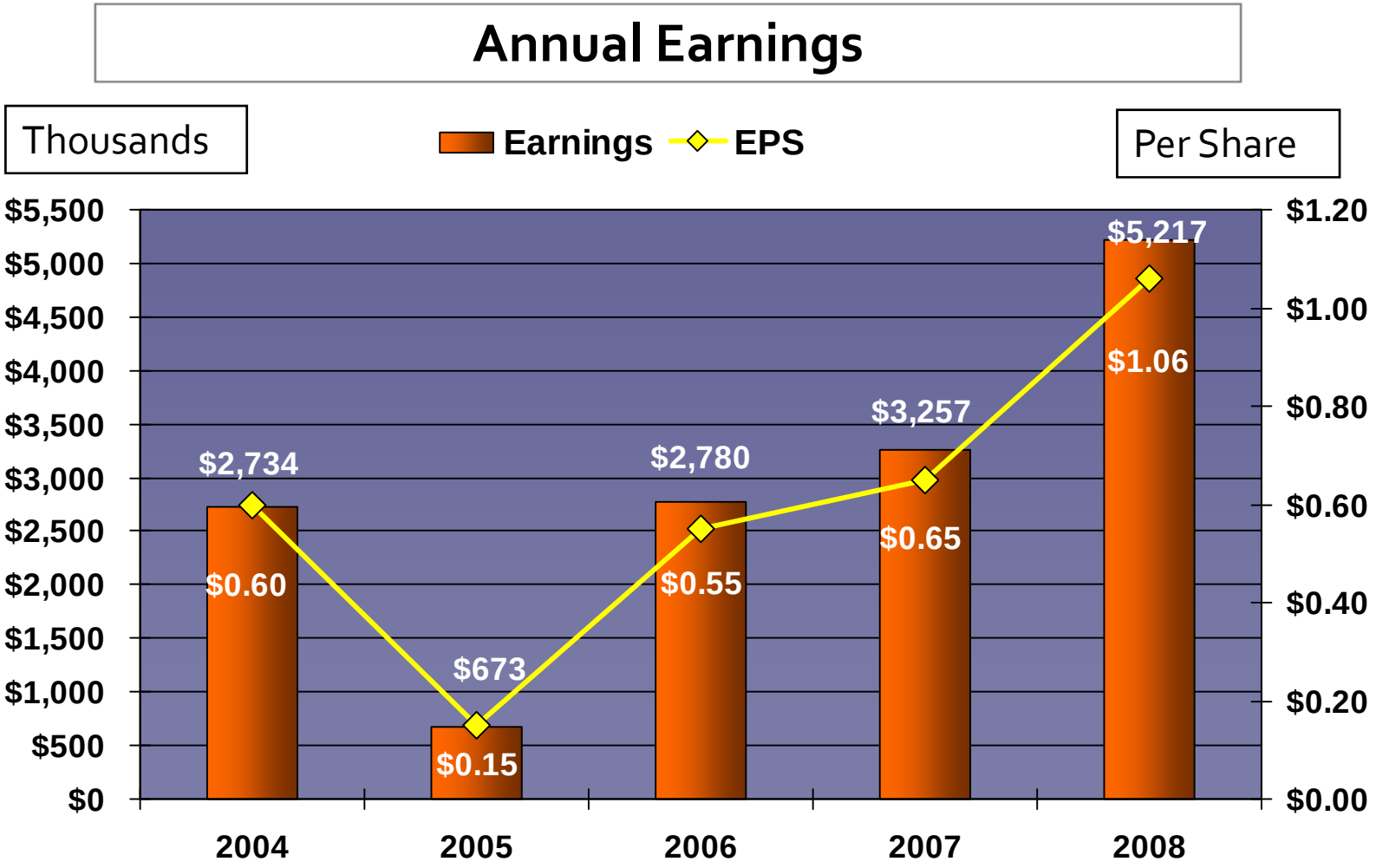
RFC RURBAN FINANCIAL CORP.

Rurban's Strategy

- **Growth** through strong community presence in established markets
- **Growth** through acquisition and in-market de novo expansion
- **Profitability** enhanced through margin expansion and non-interest income growth
- **Profitability** improved by cost controls and leveraging infrastructure through acquisition
- **Risk controlled** by conservative lending philosophy and strong controls keeping problem assets at a moderate level and losses minimized
- **Risk mitigated** by strong regulatory capital base which allowed Rurban to forego TARP funds

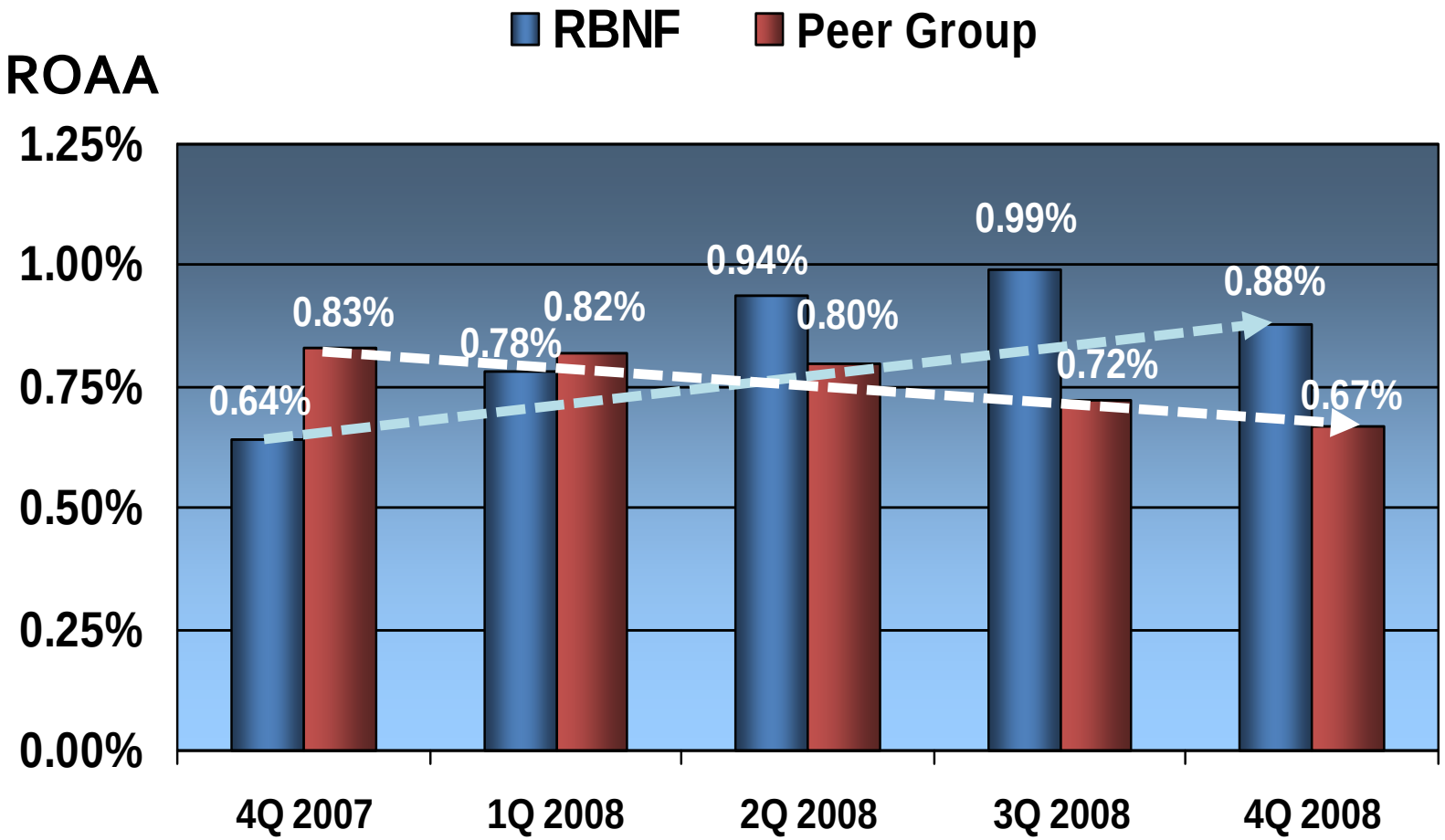
RFC RURBAN FINANCIAL CORP.

2008 Versus 2007 Earnings Growth: 60 %



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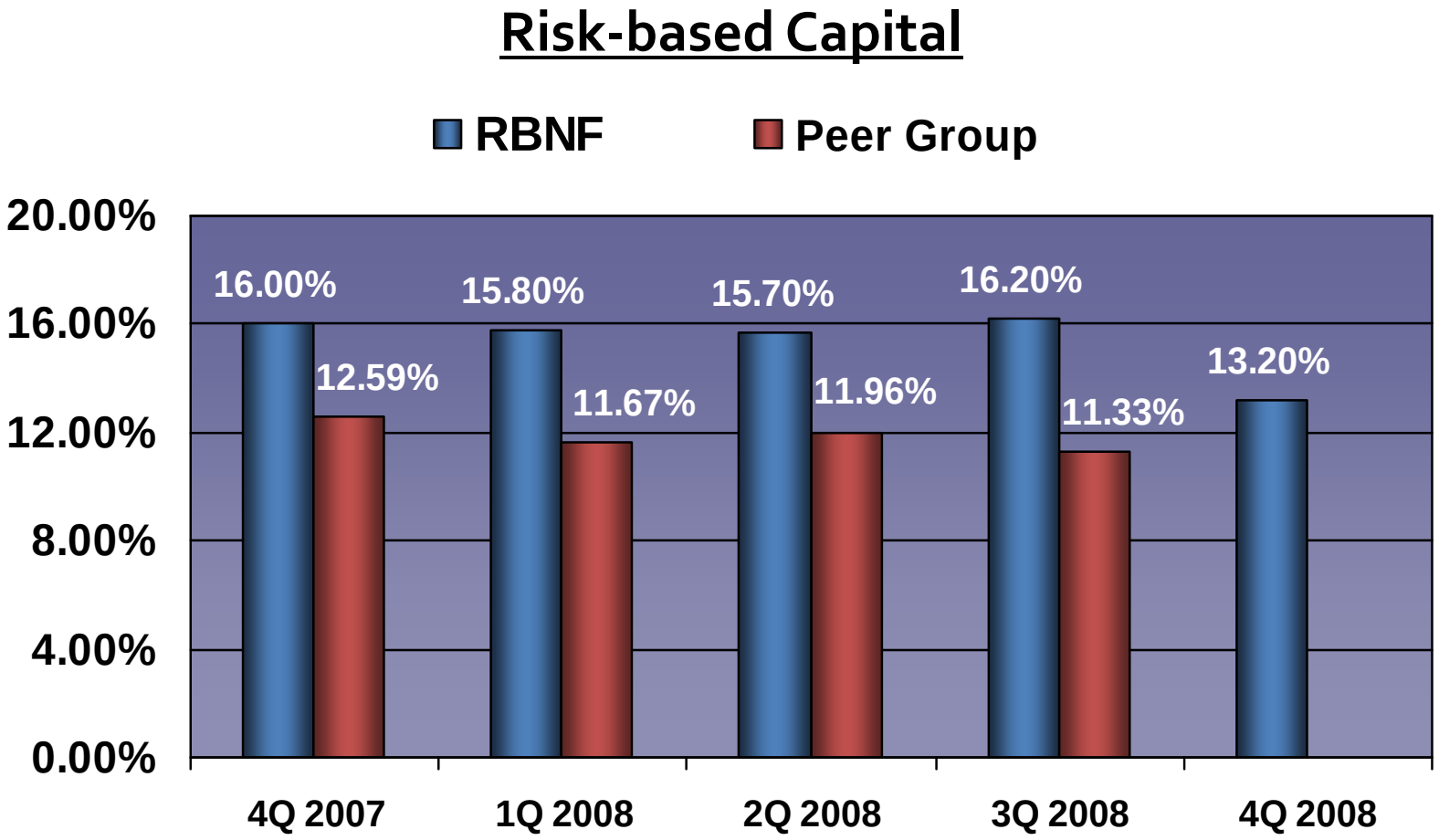
Relative Profitability Improvement: ROAA



* Peer group = Median of all publically traded banks in Ohio per KBW report.

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Strong Regulatory Capital: 30% over "Well Capitalized"



* Peer group = All banks nationwide with assets between $500 million to $1 billion, size-weighted and consolidated into single entity.

RFC RURBAN FINANCIAL CORP.

The State Bank and Trust Company

THE BANK THE STATE BANK AND TRUST COMPANY

The State Bank and Trust Company Profile

- Founded in 1902 (Survived the "First Depression")
- $637 million in assets at 12/31/2008
- Recent Acquisitions and De Novo Operations:
  - Columbus, Ohio Loan Production Office (12/07)
  - National Bank of Montpelier (12/01/08)
- Trust and financial services provided through Reliance Financial Services (Division of State Bank)
- 197 Employees
- 22 Banking Centers

THE BANK THE STATE BANK AND TRUST COMPANY

Foot Print and Recent Acquisition





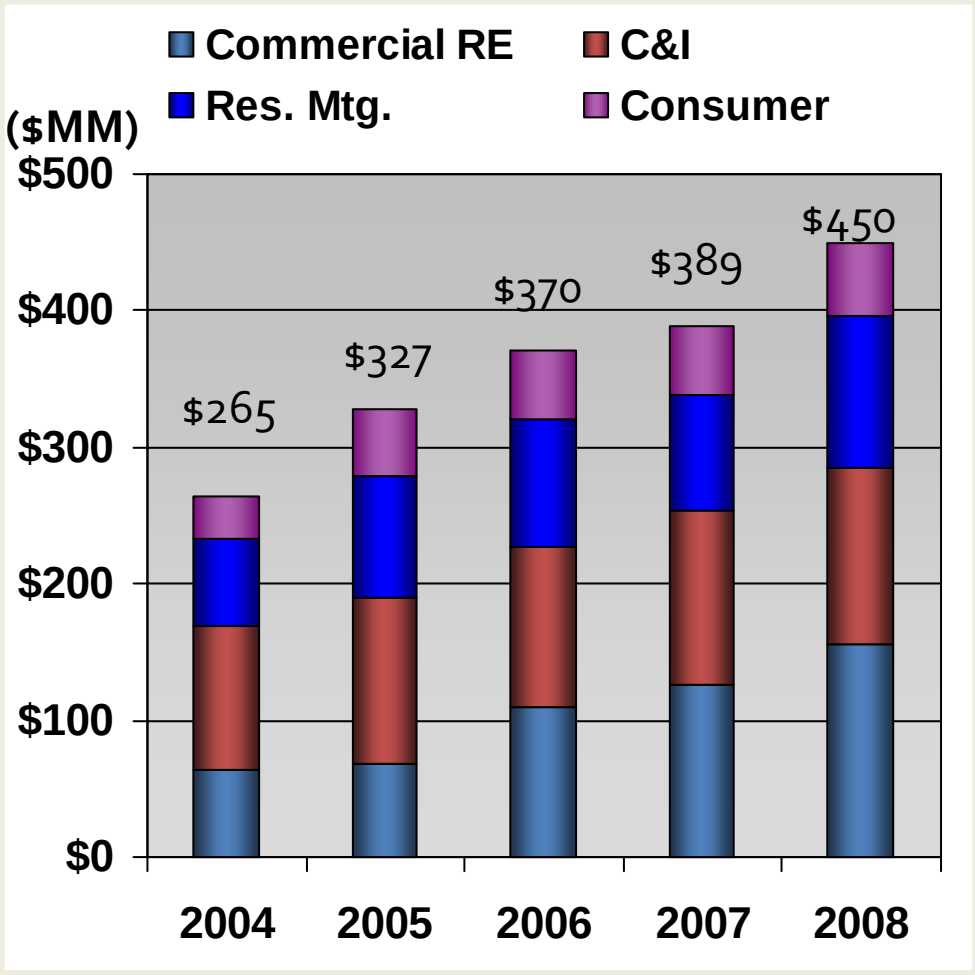
THE BANK THE STATE BANK AND TRUST COMPANY

Banking Strategy

- **Grow Loans** through market expansion and sales activity
- **Grow Deposits** by targeting unique markets and growing electronic client access
- **Profitability improvement** through net interest margin expansion:
  - Asset Liability Management
  - Core Deposit Growth
- **Profitability improvement** by growing fee income from Trust business, new business activities, mortgage loan production
- **Profitability Improvement** through expense control
- **Risk Management** by creating, monitoring and maintaining asset quality

THE BANK THE STATE BANK AND TRUST COMPANY

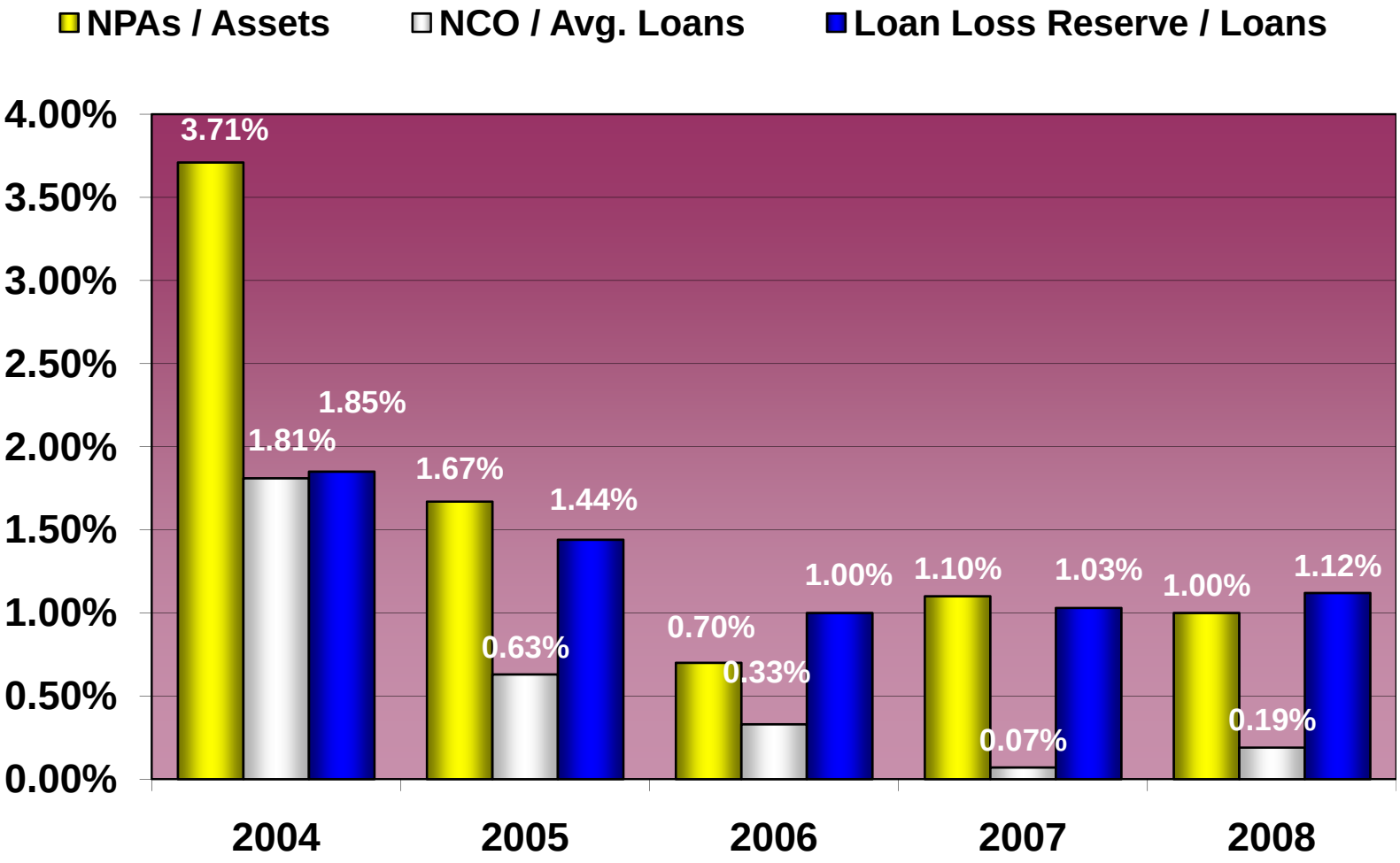
Loan Growth Strategies



- Market expansion
  - Through acquisitions (Exchange Bank, Lima branches, Montpelier)
  - LPOs in higher growth areas (Columbus and Fort Wayne)
- Building a sales culture
  - 4,900 sales calls in 2007; over 289 closed referrals
  - 3,500 calls in 2008; over 401 closed referrals
  - Targeted incentive program
- Results: Loans grew 11.5% (CAGR) from 2004-2008

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Create, Monitor & Maintain Sound Asset Quality



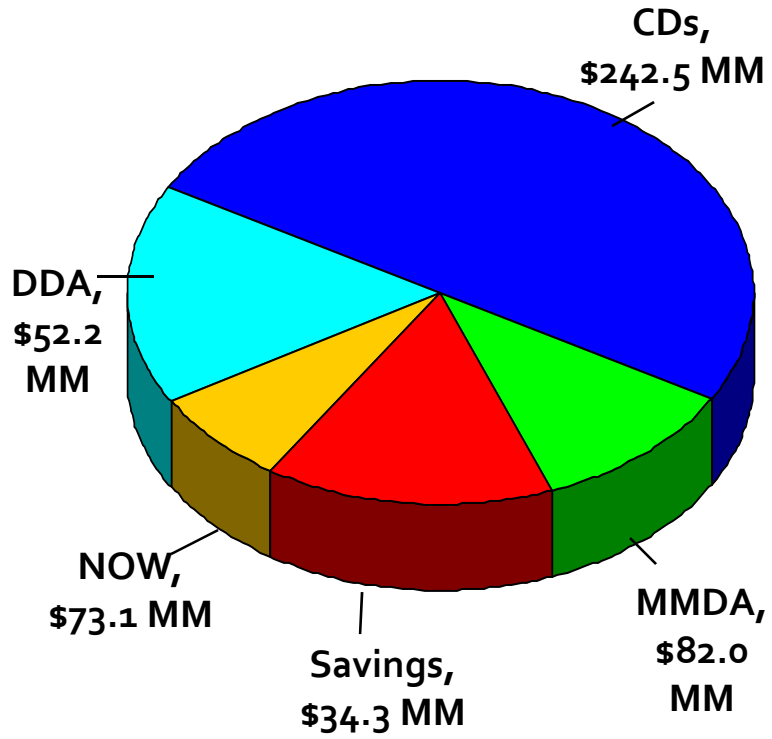
THE BANK THE STATE BANK AND TRUST COMPANY

Deposit Growth Strategies

- High Performance Checking
- Growth of Private Client Group
- Improved cross-selling
- Remote merchant deposit capture
- Growth of Electronic Transactions: 30% ↑ Y-O-Y
- Results: Transaction Accounts increased from 45% of total deposits in 2007 to 50% in 2008

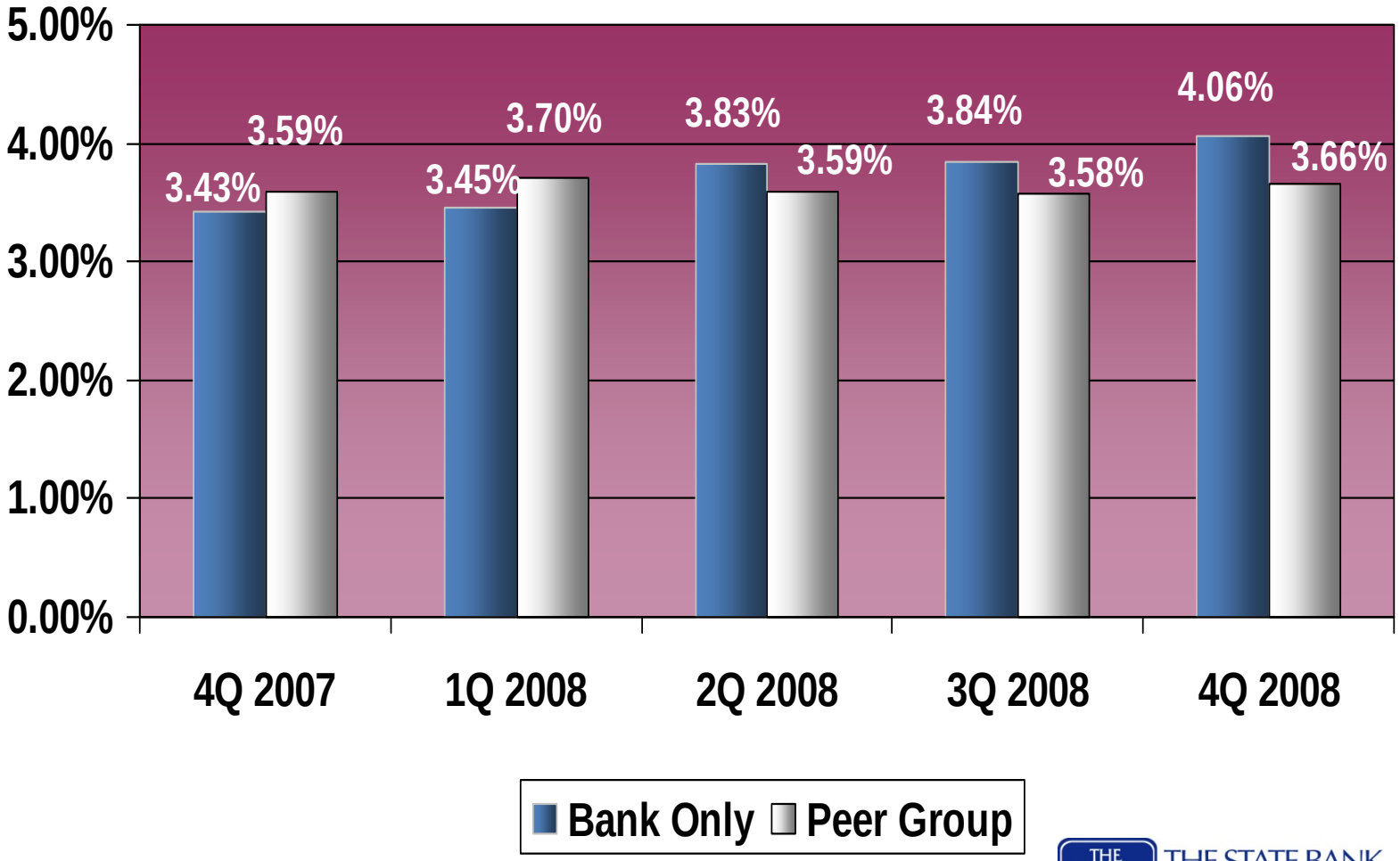
<u>12/31/08 Deposits</u>

$484.2 MM



THE BANK THE STATE BANK AND TRUST COMPANY

Net Interest Margin Expansion Strategies



THE BANK THE STATE BANK AND TRUST COMPANY

RDSI Banking Services

RDSI Banking Systems

RDSI Data and Item Processing Footprint

Operating in Eleven States
Data Processing for 73 Banks
Item Processing for 90 Banks



Arkansas, Florida, Illinois, Indiana, Kansas, Michigan, Missouri, Nebraska, Nevada, Ohio, Wisconsin

RDSI Banking Systems

RDSI Strategy

- Strategic Themes
  - Expand revenues
  - Improve efficiencies
  - Manage the risk

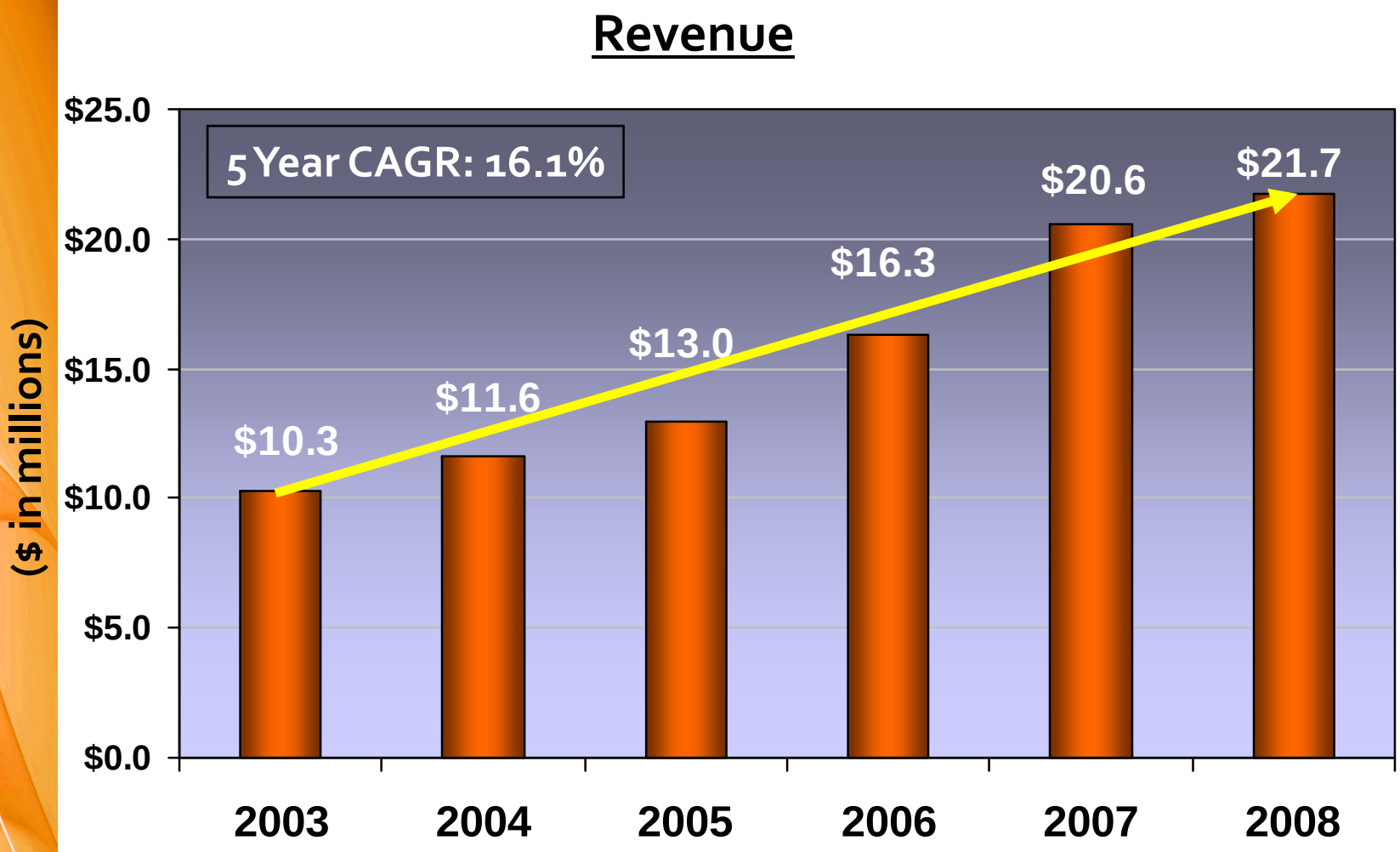
RDSI Banking Systems

RDSI Initiatives to Expand Revenues

- Geographic expansion:
  - Added new state in 2008
  - Added Southeast Sales Representative in 2008
- Sales initiatives
  - Added six new client banks in 2008
  - Six conversions completed or scheduled for 2009
  - Product sales to existing banks: $1 million in 2008
- Acquisitions
- Product expansion
  - In 2000: 23 products
  - In 2008: 150 products

RDSI Banking Systems

RDSI Revenue Growth



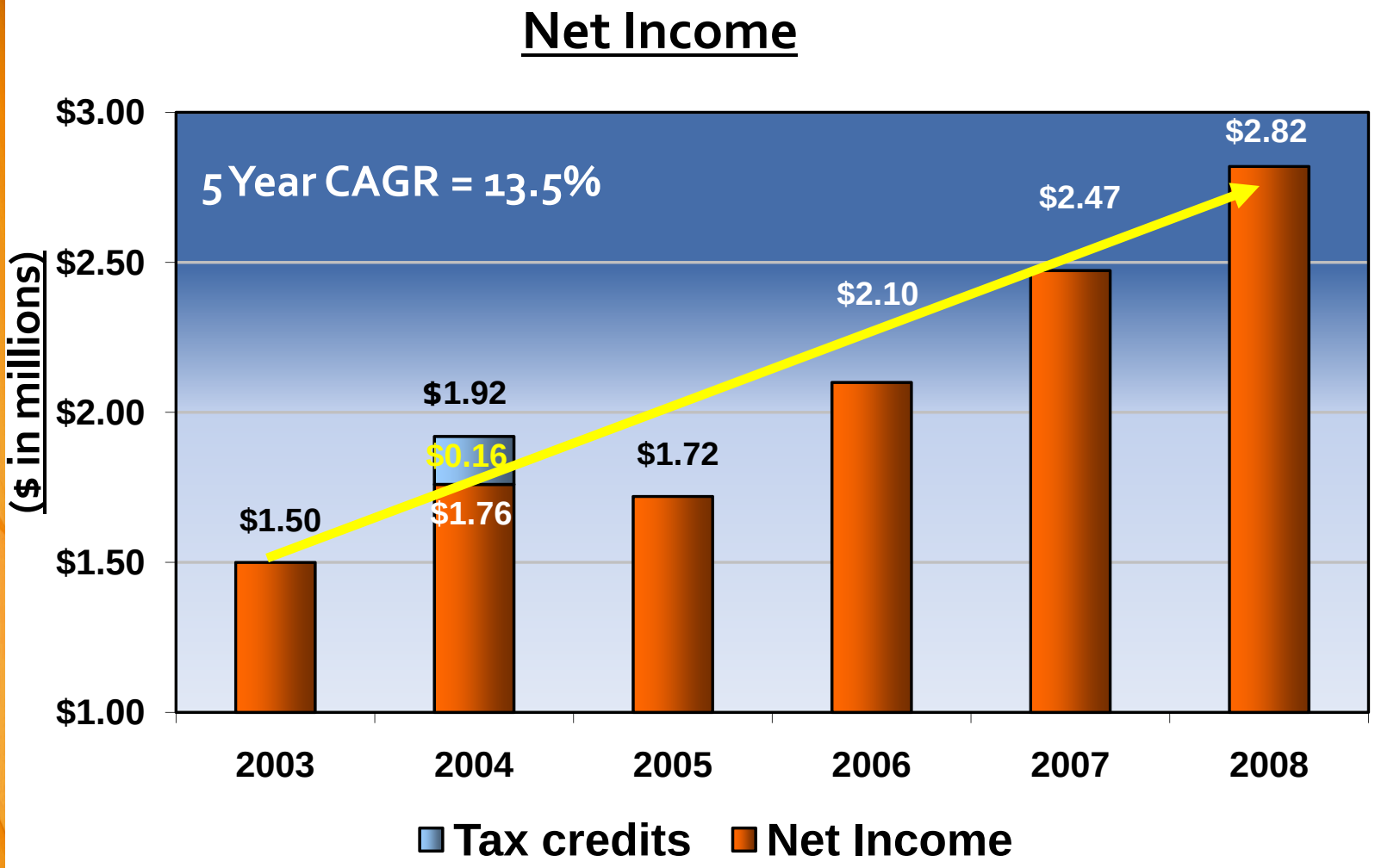
RDSI Banking Systems

RDSI Initiatives to Increase Efficiencies

- "Check 21" Accelerates Electronic Transition
  - 100% of checks are processed using electronic image instead of paper
  - Staffing Down by 5.5 FTE Year-Over-Year
  - "Image Exchange Program" kicks off in 2nd Quarter
- Technology Improvements
  - More Efficient Processing
  - Declining Cost of Processing
- Scale Benefits Increasing

RDSI Banking Systems

RDSI Earnings Growth



RDSI Banking Systems

RDSI Initiatives to Manage Risk

- Enterprise Risk Management
- Internal Audit Performed by Plante & Moran
  - General Controls
  - Internal Penetration Reviews
  - External Penetration Reviews
- External Audit Performed by BKD
- SAS 70's Performed by Clifton Gunderson
- Examination Process
  - FDIC
  - OCC
  - FRB
  - State of Ohio

RDSI Banking Systems

RFC RURBAN FINANCIAL CORP.

Duane L. Sinn
Chief Financial Officer

Consolidated Financial Performance
Rurban Financial Corp.

2008 Versus 2007 Financial Highlights

($000)	12/31/2008	12/31/2007	% Δ
Assets (millions)	$657.6	$561.2	+17%
Net Interest Income	17,528	14,787	+ 19%
Provision for Loan Losses	690	521	+ 32%
Non-Interest Income	28,061	26,861	+ 5%
Non-Interest Expense	37,557	36,637	+ 3%
Net Income	5,217	3,257	+ 60%
Diluted EPS	$1.06	$0.65	+ 63%

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First Quarter 2009 Financial Highlights

($000)	3/31/2009	3/31/2008	% Δ
Assets (millions)	$665.8	$571.7	+17%
Net Interest Income	5,015	3,817	+ 31%
Provision for Loan Losses	495	192	158%
Non-Interest Income	7,448	7,516	-1%
Non-Interest Expense	10,475	9,601	+ 9%
Net Income	1,103	1,109	-1%
Diluted EPS	$0.23	$0.22	+ 3%

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First Quarter 2009 Asset Quality Metrics

($000)	03/31/09	03/31/08
Non-Performing Assets		
Dollar Amount	$10,589	$6,967
% of Total Assets	1.59%	1.22%
Net Charge-offs		
Dollar Amount	$167	$166
% of Loans (Annualized)	0.15%	0.17%
Reserve For Loan Losses		
Dollar Amount	$5,349	$4,016
% of Total Loans	1.23%	1.02%
Coverage of NPA's	50.5%	57.6%

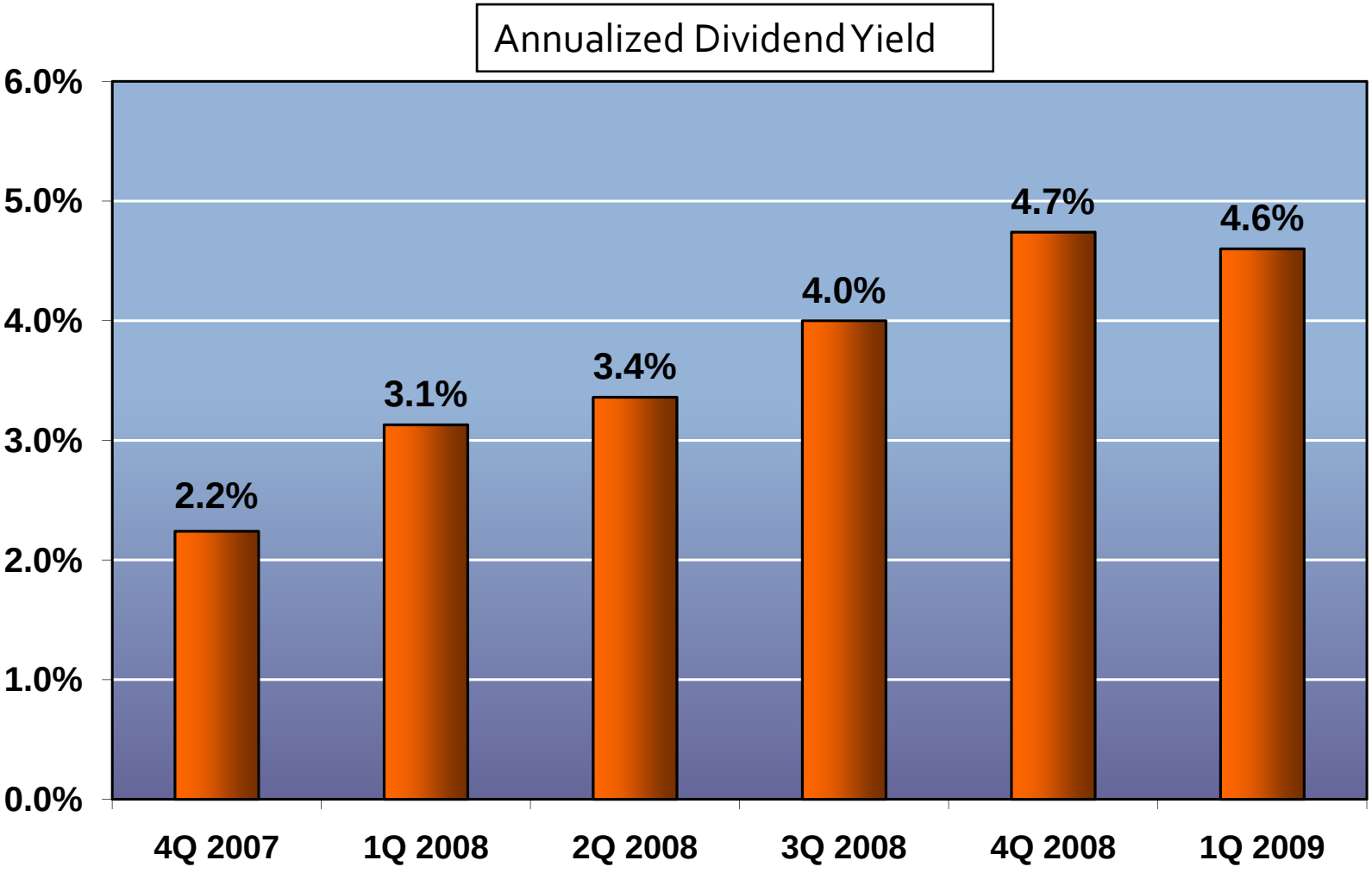
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First Quarter 2009
Asset Quality

- Approximately $1.8 Million of NPA's results from National Bank of Montpelier Acquisition
  - Aggressive identification of Problem Loans
  - Initial reserve to cover loss set at $1.2 million in fourth quarter 2008
  - Prudent coverage of anticipated losses
  - Problem Asset Level is expected to work down during 2009
- Reminder of increase is one commercial loan that went 90 days at the end of quarter
  - Projected Loss was fully reserved in the Quarter

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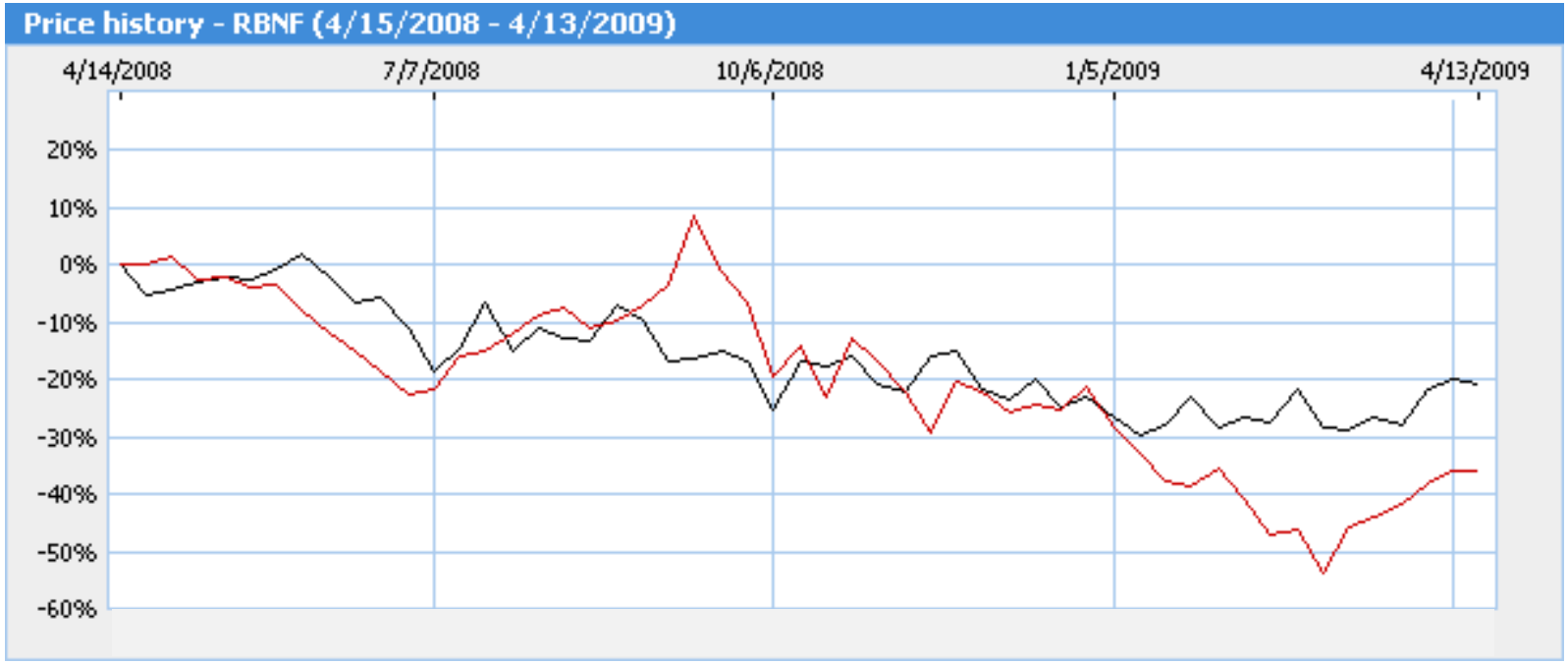
Dividend Maintained



* Based Upon Stock Prices as of quarter end

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RBNF Stock Price: One Year

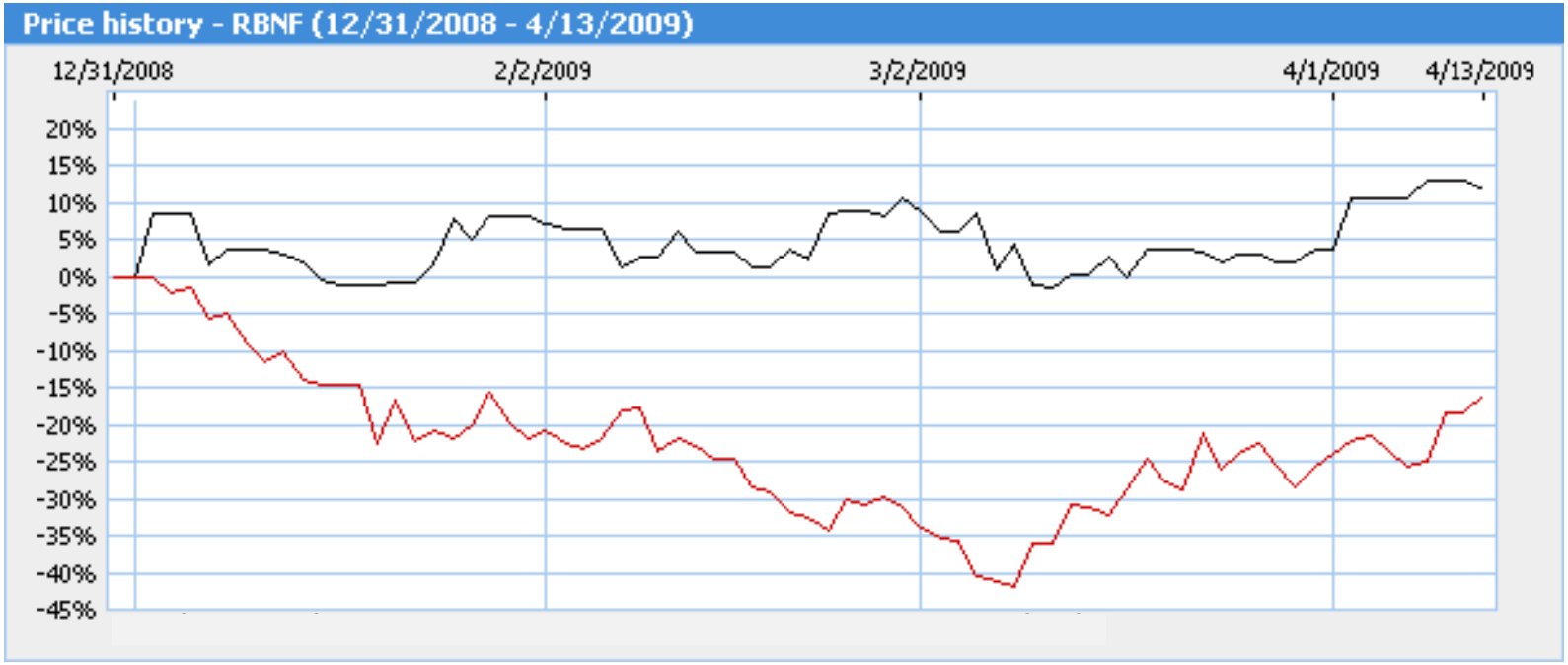


Rurban Financial Corp.

NASDAQ Bank Index

RFC RURBAN FINANCIAL CORP.

RBNF Stock Price: Year-To-Date

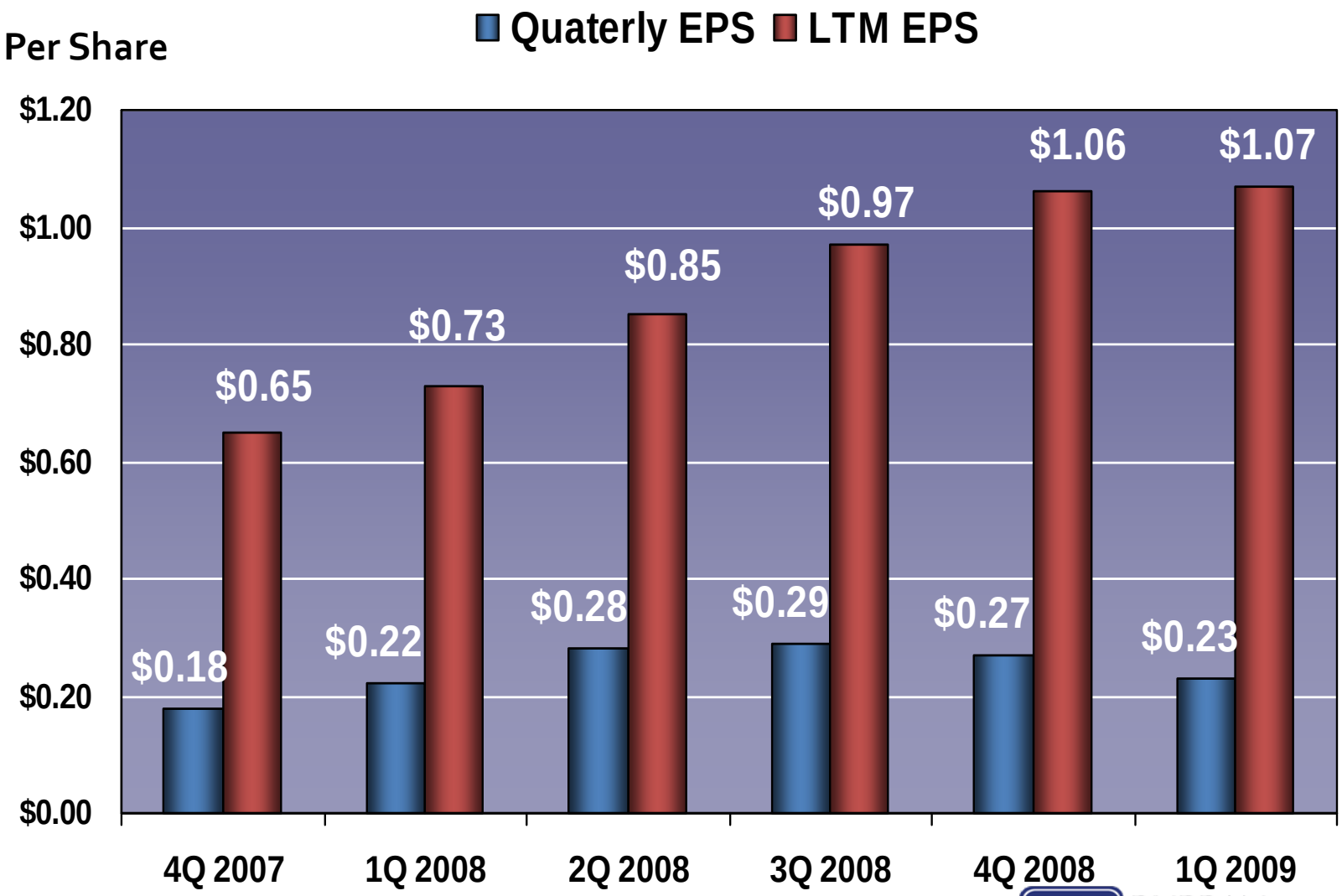


Rurban Financial Corp.

NASDAQ Bank Index

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Improving Valuation Metrics



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Rurban Financial Corp. Investment Considerations

- Strong fee income stream contributes additional earnings stability
- Strong Operational and Financial Controls in place
- Excess capital supports variety of growth strategies
- Experienced management team executing a well defined vision and implementing strategy
- Considering Strategic Options for RDSI

RFC RURBAN FINANCIAL CORP.

RFC RURBAN FINANCIAL CORP.

Questions?

RURBAN FINANCIAL CORP.

26TH ANNUAL MEETING OF SHAREHOLDERS

APRIL 16, 2009