



AUDIT / DISCLOSURE COMMITTEE CHARTER

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Approved by Civista Bancshares, Inc. Bd. of Directors

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Introduction

The Audit/Disclosure Committee Charter is intended as a component of a flexible framework within which the Board of Directors (the “Board”) of Civista Bancshares, Inc. (the “Company”), assisted by its committees, directs the affairs of the Company. It should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Articles of Incorporation and Code of Regulations. It is not intended to establish by its own force any legally binding obligations.

I. Purpose

The Audit Committee (the “Committee”) shall: (a) engage, evaluate the qualifications and performance and determine the independence and compensation of the Company’s independent auditor, evaluate its conduct of the annual audit and consider its engagement for any other services, (b) oversee the preparation of the Audit Committee Report required to be included in the Company’s annual proxy statement by the rules of the Securities and Exchange Commission (“SEC”), (c) assist the Board in fulfilling its responsibility to oversee management regarding:

(i) the conduct and integrity of the Company’s financial reporting to governmental or regulatory bodies, its shareholders, the public and other users of financial reports of the Company; (ii) the Company’s systems of internal accounting and financial and disclosure controls; (iii) the Company’s legal and regulatory compliance; and (iv) the Company’s codes of ethics as established by senior management and the Board, and (d) engage, evaluate the qualifications and performance and determine the independence and compensation of the Internal Auditor (as used in this Charter, the “Internal Auditor” shall refer to any person or organization regularly performing internal audit functions for the Company or its subsidiaries whether an employee or an independent contractor).

In discharging its role, the Committee is authorized to investigate any matter the Committee deems appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee, in order to carry out its activities, is authorized to retain, compensate, direct, oversee and terminate an independent auditor, independent counsel, other auditors or experts as deemed necessary all of whom shall be accountable to the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a Committee of the Board, for payment of (a) reasonable compensation to the Company’s independent auditor engaged by the Committee for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company or any of its subsidiaries, (b) reasonable compensation to any advisors engaged by the Committee and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee’s duties and responsibilities.

II. Responsibilities

The Committee’s role is one of oversight. The Company’s senior management is responsible for preparing the Company’s financial statements and the independent auditor is responsible for auditing those financial statements. In carrying out its responsibilities, the Committee

is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

The following responsibilities are set forth as a guide with the understanding the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

Subject to applicable law and the rules and regulations of the SEC and NASDAQ (as defined herein) (or any other such exchange on which the Company's securities are listed for trading), the Committee may form, and delegate any of its responsibilities to, a subcommittee. The subcommittee must consist of at least one member who must be a member of the Committee and each member must be a member of the Board and be deemed to be "independent" as set forth in Section III of this Charter. In lieu of a subcommittee, the Committee may also authorize the Chair, or other member of the Committee, to carry out those responsibilities as delegated by the Committee. Regardless, any action by a subcommittee or designated person shall be presented to the full Committee at its next meeting.

To fulfill its purpose, the Committee shall:

Supervise the Independent Audit function:

1. (a) Select and retain an independent registered public accounting firm to act as the Company's independent auditor for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting; (b) set the compensation of the independent auditor; (c) oversee the work done by the independent auditor; and (d) terminate the independent auditor, if necessary;
2. Pre-approve (pre-approvals to be disclosed as appropriate in the Company's periodic public filings) the engagement (and if appropriate dismissal) and periodically review and evaluate (the evaluation should take into account the opinions of management and the Internal Auditor) the independent auditor and establish policies and procedures for the Committee's pre-approval of permitted services by the independent auditor or other registered public accounting firms. The process shall include a review of the terms and conditions as detailed in the engagement letter or contract (including fees), scope of the annual audit and permitted non-audit services. The Committee shall require the independent auditor to report directly to it;
3. On an annual basis, receive and review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board, actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or service that may impact the objectivity

and independence of the independent auditor and take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence;

4. At least annually, receive and review a report by the independent auditor describing: (a) the firm's internal quality-control procedures; (b) any issues raised by the most recent internal quality-control review of the firm, or by any review, inquiry or investigation by governmental or professional authorities (including the Public Company Accounting Oversight Board), within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (c) all relationships between the independent auditor and the Company (to be set out in the formal written statement described under paragraph 3 above);
5. At least annually, evaluate the qualifications, performance and independence of the independent auditor, including an evaluation of the lead audit partner; and assure the regular rotation of the lead audit partner at the independent auditor and consider regular rotation of the accounting firm serving as the independent auditor;
6. Review and discuss with the independent auditor: (a) all critical accounting policies and practices to be used in the audit; (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with senior management or the Internal Auditor, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (c) other material written communications between the independent auditor and senior management or the Internal Auditor;
7. Review and discuss with senior management, the independent auditor and Internal Auditor: (a) any significant deficiencies or material weaknesses in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, including the status of previous audit recommendations; (b) any audit problems or difficulties encountered in the course of audit work, including any restriction on the scope of activities or access to required information; (c) any changes required in the scope of the audit plan; (d) the audit budget and staffing; and (e) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
8. Review and discuss with the independent auditor: (a) any accounting adjustments that were noted or proposed but were "passed" (as immaterial or otherwise); and (b) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company or any other material written communications between the accounting firm and senior management, such as any management letter or schedule of "unadjusted differences";

9. Review and resolve any disagreements between senior management and the independent auditor regarding financial reporting, or relating to any audit report or other audit, review, or attestation services provided by the independent auditor;

Oversee Internal Audit and Internal Controls

10. Review and discuss with senior management, the Internal Auditor, and the independent auditor: (a) the adequacy of the Company's internal control over financial reporting and disclosure controls and procedures (including computerized information system disclosure controls and procedures and security), including: (i) senior management's quarterly certification of the Company's disclosure controls and procedures and any reports of significant deficiencies or material weaknesses in internal control over financial reporting and actions taken to remedy any such weaknesses; (ii) senior management's annual assessment of the Company's internal control over financial reporting; (iii) the independent auditor's annual attestation report regarding senior management's annual assessment of the Company's internal control over financial reporting; and (iv) whether the Company's internal control over financial reporting and disclosure controls and procedures are designed to provide reasonable assurance that transactions entered into by the Company are properly authorized, assets are safeguarded from unauthorized or improper use, and transactions by the Company are properly recorded and reported; (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and (c) related findings and recommendations of senior management together with the independent auditor's attestation report;
11. Establish and maintain procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters (Whistleblower Policy);
12. Pre-approve the employment (and, if appropriate, dismissal) and periodically review and evaluate (the evaluation should take into account the opinions of management and the Company's independent auditor) the Internal Auditor. During the period of any vacancy in the position of Internal Auditor, the Committee may name qualified employees or may temporarily retain an independent contractor to act in the position of Internal Auditor. The Committee shall require the Internal Auditor to report directly to it;
13. Receive, review and approve reports (inclusive of management's responses) prepared by the Audit Department. Resolve any disagreements between management and the Audit Department regarding financial reporting, or relating to any audit report or other audit, review or attestation services provided by the Audit Department;

14. Encourage continuous improvement of, and foster adherence to, the Company's policies, procedures, and practices at all levels;

Oversee Financial Reporting

15. Review and discuss with senior management and the independent auditor: (a) all critical accounting policies and practices used by the Company; (b) any significant changes in accounting policies; (c) any material accounting treatments within GAAP that have been discussed with senior management, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm; and (d) any accounting and financial reporting proposals that may have a significant impact on the financial reports;
16. Review and discuss with the independent auditor the matters required to be discussed with the independent auditor by (a) Statement of Auditing Standards No. 61 including the Auditor's responsibility under generally accepted auditing standards, the significant accounting policies used by the Company, accounting estimates used by the Company and the process used by senior management in formulating them, any consultation with other accountants and any major issues discussed with management prior to its retention; (b) Statement of Auditing Standards No. 90 including its judgment about the quality of the Company's accounting principles; and (c) Statement of Auditing Standards No. 100 including the review of the interim financial information of the Company and any material modifications that need to be made to the interim financial information for it to conform with GAAP;
17. Review the Company's financial statements, including: (a) prior to public release, reviewing and discussing with senior management and the independent auditor the Company's annual and quarterly financial statements to be filed with the SEC, including: (i) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations,"; (ii) any certifications regarding the financial controls and procedures and disclosure controls or procedure filed with SEC by the Company's senior executive and financial officers; and (iii) any earnings release or other public communications which include financial information not previously released; (b) with respect to the independent auditor's annual audit report and certification before release of the annual audited financial statements, meeting separately with the independent auditor without any management member present and discussing the adequacy of the Company's system of internal accounting and financial controls and the appropriateness of the accounting principles used in and the judgments made in the preparation of the Company's audited financial reports; (c) meeting separately, on a periodic basis, with senior management, the Internal Auditor and the auditor; (d) making a recommendation to the Board regarding the inclusion of the audited annual

financial statements in the Company's Annual Report on Form 10-K and quarterly on Form 10-Q to be filed with the SEC; and (e) prior to submission to any governmental authority of any financial statements of the Company that differ from the financial statements filed by the Company with the SEC, reviewing such financial statements and any report, certification or opinion thereon provided by the independent auditor;

Report Preparation

18. Prepare a report to be included in the Company's annual proxy statement stating whether or not the Committee: (a) has reviewed and discussed the audited financial statements with senior management; (b) has discussed with the independent auditor the matters required to be discussed by SAS Nos. 61 and 90; (c) has received the written disclosure and letter from the independent auditor (delineating all relationships they have with the Company) and has discussed with them their independence; and (d) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financial be included in the Company's Annual Report on Form 10-K and quarterly on Form 10-Q for filing with the SEC;

Charter Review

19. Review and reassess the adequacy of this Charter annually, and amend as the Committee deems appropriate; and report regularly to the Board on Committee findings and recommendations (including on any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditor or the performance of the internal audit and compliance functions) and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and

Related Party Transactions

20. Review, approve and oversee any transaction between the Company and any related person (as defined by SEC guidelines) and any other potential conflict of interest situations on an ongoing basis.

III. Committee Membership

The Committee shall consist of three or more members of the Board. The members shall be appointed by the Board and, each shall have been determined, by the Board, to be "independent" and otherwise satisfy the applicable requirements of Rule 10A-3 of the

Securities Exchange Act of 1934, as amended, the listing standards of the NASDAQ Stock Market (“NASDAQ”) (or the requirements of any other exchange or national market on which the Company’s common stock is quoted or listed for trading) and the rules or requirements of any other body with regulatory authority over the Company; *provided, however*, the Committee may include one more member who is not considered “independent” under the NASDAQ rules, so long as, and for such period that, the service of such member on the Committee is in compliance with NASDAQ Listing Rule 5605(c)(2)(B) (or a corresponding provision of the rules governing listing on any other exchange or national market on which the Company’s common stock is quoted or listed for trading).

All members of the Committee shall meet the financial literacy requirements of NASDAQ and at least one member shall be an “audit committee financial expert” as determined by the Board in accordance with applicable SEC rules. A person who satisfies the definition of an “audit committee financial expert” under the SEC rules will also be presumed to have financial sophistication pursuant to NASDAQ requirements.

Committee members shall be appointed by the Board at its annual organizational meeting, but members may be added, removed or changed at any other meeting of the Board. Committee members shall continue to be members until their successors as committee members are appointed and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed, with or without cause, by the Board at any time.

The Board may appoint a Chair to convene and preside over all sessions of the Committee, set agendas for Committee meetings, and determine the information needs of the Committee. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote to serve at the pleasure of the majority. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as Chair of the meeting.

Committee members should maintain and improve their level of financial literacy through appropriate efforts, including attendance at educational programs provided by the Company or outside consultants.

IV. Committee Meetings

The Committee shall establish its own schedule of meetings, which shall be at least quarterly or more frequently as circumstances dictate. Committee meetings may be held telephonically or by means of video conference. Committee members may attend a meeting telephonically or by way of video conference. The Company’s regulations may affect payment of fees to committee members for their attendance via these means. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

