

CIVISTA BANCSHARES, INC. AND CIVISTA BANK **BOARD DIVERSITY POLICY**

BACKGROUND

Civista Bancshares, Inc. and Civista Bank, (the “Companies”) believe in diversity and value the benefits that diversity and inclusion can bring to their boards of directors (the “Boards”). This effort is in line with the Companies’ philosophy of having the highest performing board possible while also improving our business performance, decision making and corporate governance.

DEFINING DIVERSITY

Diversity of thought or Cognitive Diversity promotes the inclusion of different perspectives and ideas, mitigates against groupthink, includes different styles of problem solving and ensures that the Companies have the opportunity to benefit from all available talent. Cognitive Diversity, while it remains the primary focus of this policy, is not the only focus of the Companies. To achieve Cognitive Diversity, it is also necessary to seek diversity as it is generally understood.

For purposes of Board composition, diversity includes, but is not limited to: business and industry skills and experience, gender, ethnicity, financial and strategic skills, geography, and age. The Boards will make good use of these differences and distinctions among individuals in determining the optimum composition of the Boards.

Typically, Cognitive Diversity elicits these other types of diversity, as the more diverse a group’s perspectives and problem solving styles are, the more diverse they will be in these other areas as well.

CORPORATE GOVERNANCE

The promotion of cognitively diverse Boards makes prudent business sense and makes for better corporate governance.

As stated above, a board made up of highly qualified directors from diverse backgrounds benefits from the contribution of different perspectives and experiences to board discussions and decisions. The different styles of problem solving ensures better corporate governance. Better corporate governance is a vital goal of any successful organization.

BENEFITS OF DIVERSITY

Having a board composed of men and women with Cognitive Diversity and the varying skills, experiences, backgrounds and perspectives that go along with Cognitive Diversity means:

- Competitive advantage;
- Robust understanding of opportunities, issues and risks;
- Inclusion of different concepts, ideas, and relationships;
- Enhanced decision-making and dialogue; and
- Heightened capacity for oversight of the organization and its governance.

ACHIEVING DIVERSITY THROUGH RECRUITMENT

The Companies seek to maintain Boards comprised of talented and dedicated directors. The skills and backgrounds collectively represented on the Boards should also reflect the diverse nature of the business environments in which the Companies operate.

This means that Cognitive Diversity and all related diversity must be sought in the Boards' recruiting efforts. As pools of candidates are gathered, differences in perspective, background and identity will be of vital importance to ensure diversity and inclusion. In the event search firms are utilized for candidate gathering, these factors must remain paramount in any such efforts that are undertaken.

In identifying qualified, diverse candidates for nomination to the Boards, the Nominating and Corporate Governance Committee will not only consider prospective candidates based on merit, but also ensure the presence of those competencies, expertise, skills, background and other qualities identified from time to time by the board as being important in fostering a cognitively diverse and inclusive culture that elicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. The Committee must also take into account any applicable legal and regulatory requirements as to members of the Boards.

In addition to seeking Cognitive Diversity and inclusion, an effective board requires that the directors fulfill what is expected of board members and demonstrate the integrity, experience, skill, time and commitment identified by the Boards as necessary to effectively carry out the boards' duties.

ACHIEVING DIVERSITY THROUGH REFRESHMENT

As the Committee implements this policy (as more fully described below), it will seek to undertake constant board refreshment through the ever evolving processes of assessment, evaluation and setting expectations. A successful board is an evolutionary board; one that does not stand still, but is constantly seeking refreshment through Cognitive Diversity and Inclusion (see below). The Boards must evolve as the Companies evolve, so as to remain responsive and resilient while providing proper oversight and strategic direction.

INCLUSION

The Board must be an inclusive environment that is welcoming of the varied voices that come with Cognitive Diversity. An inclusive Board culture is crucial for the Companies to benefit from the numerous advantages, business and otherwise, that a diverse board provides.

IMPLEMENTATION OF THIS POLICY

The Nominating and Corporate Governance Committee is responsible for the implementation of this policy, monitoring the Boards' progress as to this policy and any necessary additional policies or procedures to effect the goals of this policy.

Annually, the Nominating and Corporate Governance Committee will review this policy and assess its effectiveness in achieving diverse and robust Boards.

The Nominating and Corporate Governance Committee will also periodically assess the expertise, experience, skills and backgrounds of all directors. This assessment will include the extent to which the current composition of the Boards reflect Cognitive Diversity and the related mix of ability, knowledge, experience, skills and backgrounds to meet what is generally expected of board members as determined by the Committee.