



**CHARTER OF THE RISK COMMITTEE OF
THE BOARD OF DIRECTORS OF CIVISTA
BANK AND CIVISTA BANCSHARES, INC.**

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Approved by Civista Bank Board of Directors

Approved Civista Bancshares, Inc. of Directors

Contents

Purpose	3
Membership	3
Meetings	4
Authority	5
Responsibilities	5
1. Risk Appetite Statement	5
2. Risk Governance	5
3. General	7
Committee Reliance	7

Purpose

The Risk Committee (the “Committee”) is established as a joint committee of the Boards of Directors (collectively, the “Board”) of Civista Bank and Civista Bancshares Inc. (collectively, the “Company”) to assist the Boards of Directors in fulfilling their responsibilities with respect to establishing the risk appetite of the Company and overseeing the establishment and implementation of the Company’s Enterprise Risk Management Policy (“ERM”) and program.

The Committee will establish the risk appetite of the company. The risk appetite will consider the levels and types of risk the Company is able and willing to assume in its exposures and material business activities, given the Company’s strategic and business objectives and responsibilities to its shareholders, communities, and employees, and with respect to its obligations to operate in compliance with applicable law and safe and sound banking practices.

The Committee’s role in overseeing the Company’s Enterprise Risk Management program includes assisting the Board in the oversight of the guidelines, policies and processes for identifying, assessing, managing, reporting, monitoring, and mitigating risk. The risks to be managed under the ERM Policy include:

Credit Risk	Operational Risk
Market Risk (includes Interest Rate Risk)	Legal Risk
Liquidity Risk	Reputational Risk
Compliance Risk	Strategic Risk

Membership

The Committee will consist of at least three directors of the Board, all of whom will be “independent directors” as defined by rules of the Nasdaq stock exchange and the Securities and Exchange Commission.

All members of the Committee should have the ability to understand issues related to risk management or have related business experience, and any other requirements the Board, acting directly or through the Governance & Nominating Committee of the Board, deems necessary or appropriate for members of the Committee. Members of the Committee will be appointed by the Board and will serve until their successors are duly elected by the Board of Directors or until their earlier death, resignation, or removal. Any member may be removed by the Board at any time.

Charter of the Risk Committee of the Board of Directors of Civista Bank and Civista Bancshares, Inc. 3

The Committee will be chaired by one of its members appointed by the Board. If the Board does not appoint a chairperson or the Chairperson is not present at a meeting, the members of the Committee may designate an acting Chairperson by majority vote of the full Committee membership, or those members present.

Meetings

The Committee will meet at least quarterly and may convene more frequently as circumstances dictate. The Chairperson of the Committee or any member of the Committee may call a meeting of the Committee. All Committee members are expected to attend each meeting, in person or via teleconference per Nominating and Corporate Governance Committee requirement. A majority of the members of the Committee will constitute a quorum for the transaction of business at any meeting.

The Chairperson will, in consultation with appropriate Committee members and members of management, and in accordance with the Committee's charter, determine the frequency and length of Committee meetings and develop the Committee's agenda.

The Committee will maintain the written minutes of its meetings, and the minutes will be filed with the minutes of the meetings of the Board. The Committee may act by a majority of its members present at a meeting or without a meeting if all members of the Committee consent to the action in writing or by other means of electronic transmission permitted under applicable law.

The Committee may have in attendance at its meetings such members of management, Risk Management Department personnel, legal counsel, consultants, advisors or others as the Committee may deem necessary or desirable to provide such information or assistance as the Committee may need to carry out its duties and responsibilities.

In its discretion, the Committee may meet in executive session at any meeting of the Committee. In executive session, the Committee may meet without representatives of management present or with such representatives of management as the Committee may deem appropriate. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee will meet with the Chief Risk Officer in executive session at least quarterly, or more frequently if the Committee deems appropriate.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. In fulfilling the responsibilities set out in this Charter, the Committee has the authority to access any records, officer, or employee of the Company appropriate to fulfill its responsibilities. The Committee has authority to retain and terminate outside counsel, consultants, or other experts, as it deems appropriate, including the authority to approve the fees and other retention terms for such persons. Any communications between the Committee and legal counsel while obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Except as otherwise delegated by the Board or the Committee, the Committee will act on behalf of the Board.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Responsibilities

The Committee's primary responsibilities include:

1. *Risk Appetite Statement*

- a. Identify, review, and approve the level and nature of risks that the Company is willing to assume for its material activities and communicate the same in the form of a Risk Appetite Statement.
- b. Monitor the Company's performance to ensure alignment with the Risk Appetite Statement using reporting, risk assessments, risk measurements, testing and stress testing results.

2. *Risk Governance*

- a. The Committee shall oversee management's establishment and operation of the Company's Enterprise Risk Management Policy, which outlines the Company's enterprise-wide approach to risk management, along with the policies, practices and governance structures management uses to execute its

risk management program and corporate risk strategy.

- b. The Committee will receive information from the Chief Risk Officer, Enterprise Risk Management Committee, and others, and recommend actions or other steps to be taken, as it deems appropriate, on items relating to:
 - i. Credit risk includes the amount, nature, characteristics, concentration, and quality of the Company's credit portfolio, as well as all significant exposures to credit risk, exceptions to credit policies and procedures, and trends in portfolio quality (credit and position risk), and any changes in underwriting standards or changes in concentration levels.
 - ii. Market risk (including interest rate risk) includes asset liability management and exposure to changes in interest rates and compliance with ALCO policy and activities.
 - iii. Liquidity risk includes recognition of and changes in economic conditions and their impact on capital and liquidity levels by monitoring varying stress scenarios, indicators, and compliance with the company's Liquidity Policy.
 - iv. Operational risk includes information technology activities and risks associated with the Company's technology infrastructure – including information security, cyber security, third party/vendor management, business continuity planning and non-credit losses.
 - v. Compliance risk includes conformance to laws, regulations, supervisory requirements, and Federal sanctions.
 - vi. Legal risk includes unenforceable contracts, lawsuits, or adverse judgments.
 - vii. Reputational risk includes corporate earnings, community engagement, external communications, and actions of associates.
 - viii. Strategic risk includes strategic goals, business strategies and financial performance.
- c. Discuss with the Chief Risk Officer and other executive management the Risk Management Department's responsibilities, budget, and staffing, including any changes to key managers within the department.

3. *General*

- a. Coordinate with other Board-level and management-level committees as appropriate concerning risk management issues within the other committees' respective areas of responsibility.

(To be consistent with the Risk Governance Policy which states we send policies to the full Board. There is also a timing issue of this Committee vs. BOD meetings.)

- b. Ensure that communications are periodically made with appropriate federal and state banking regulators.
- c. Participate, from time to time, in educational sessions to enhance the Committee's familiarity with compliance and risk-related issues.
- d. Review regulatory reports and significant pronouncements and changes to key regulatory requirements relating to compliance or risk management areas to the extent they apply to the Company.
- e. Conduct an annual review of the Committee's charter, on an annual basis, not to exceed 18 months, and make recommendations regarding changes to the Board (or to such committee of the Board as the Board may authorize for such purposes).
- f. Provide reports of the Committee's activities during Board meetings.
- g. Perform any other activities consistent with this Charter, the Company's governing documents, and governing law as the Committee or the Board deems appropriate.

Committee Reliance

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports, or statements prepared or presented by:

1. One or more officers or employees of the Company and/or its affiliates whom the Committee member reasonably believes to be reliable and competent in the matters presented.

2. Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.
3. Another committee of the Board as to matters within its designated authority, which committee the Committee member reasonably believes to merit confidence.