

CIVISTA BANCSHARES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE OF COMMITTEE

The Nominating and Corporate Governance Committee will assist the Board of Directors of Civista Bancshares, Inc. (the “Company”) in identifying individuals qualified to become Board members, will nominate Directors to serve on Board Committees and individuals to serve on the boards and committees of the Company's subsidiaries, and will oversee a process to assess the effectiveness of the Board, its members and board members of the Company's subsidiaries. The Committee will assist the Board in new director orientation and the continuing education of directors, and it will periodically review director compensation. The Committee will also provide guidance on Board and corporate governance issues and will recommend to the Board corporate governance guidelines for application to the Company.

II. MEMBERSHIP

The members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be removed by the Board at its discretion. The Committee shall consist of at least three directors. Each member of the Committee must, in the judgment of the Board, qualify as an independent director under the standards for Nasdaq National Market issuers and any standards for independence that may be prescribed for purposes of any federal or state securities, tax, banking or other laws applicable to the Company or its activities, duties and responsibilities.

III. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. Identify individuals qualified to be members of the Board. In identifying qualified individuals, the Committee may conduct its own inquiries and will receive suggestions from other Directors, shareholders and other sources.
2. Investigate and evaluate the background and suitability of potential nominees for membership on the Board considering the Board's composition, including the expertise, diversity, and balance of inside, outside and independent directors, and considering the qualifications of the potential nominees based upon any appropriate criteria that the Committee will adopt.
3. Recommend to the Board candidates for election (including re-election) to or appointment to fill vacancies on the Board and candidates for the boards of the Company's subsidiaries.
4. Make recommendations to the Board regarding committee structure, committee chairs and committee membership.

5. Review and recommend to the Board director compensation.
6. Arrange and/or identify training and orientation programs for new directors and continuing education programs for directors.
7. To Evaluate annually the effectiveness of the Board, its Committees, the boards of the Company's subsidiaries and the members of each.
8. Recommend to the Board corporate governance policies and guidelines, to review them periodically and to recommend changes as appropriate.
9. Review and assess the Company's compliance with the corporate governance requirements established by the Securities and Exchange Commission and NASDAQ that are applicable to the Company.
10. Evaluate any proposed amendments to the Company's Articles of Incorporation or Code of Regulations and recommend appropriate action to the Board.]
11. Assess periodically the leadership structure and succession plan of the Board, considering the Company's size, the nature of the Company's business, the regulatory environment in which the Company operates, and the Company's peers.]
12. Consider any other corporate governance issues that arise concerning the Company and perform such additional duties within the scope of the Committee's primary responsibilities as the Board may from time to time determine.
13. Annually review the Committee's charter and recommend any appropriate changes.

IV. CHAIRPERSON/LEAD DIRECTOR

- A. GENERAL. The Chairperson of the Committee shall act as Lead Director of the Company to provide independent leadership to the Company's Board of Directors in circumstances when the Company's Chief Executive Officer also acts as Chairperson for the Board or when the Chairperson of the Board is not an "independent" director as defined in the listing standards of the NASDAQ Stock Market or the rules and regulations of the Securities and Exchange Commission. The Chairperson/Lead Director shall be an independent director based upon those listing standards, rules and regulations.
- B. AUTHORITY AND RESPONSIBILITIES. The Lead Director will have the following authority and responsibilities:
 1. To chair all executive sessions of the Board and any other meetings of independent or non-management directors.

2. To call executive sessions or special meetings of independent or non-management directors when appropriate.
3. To act as principal liaison between the Company's independent or non-management directors and its Chief Executive Officer or Board Chairperson.
4. To review with the Board Chairperson matters of importance (including significant issues, plans and strategies) for consideration by the Board.
5. To consult with the Board Chairperson regarding appropriate Board meeting schedules and provide input regarding Board agendas and materials.
6. To advise the Board Chairperson regarding the quality, quantity and timeliness of the flow of information from management to the Board.
7. To assist in the process of interviewing Board candidates.
8. To recommend the retention, as needed, of consultants on governance matters to be retained by and report directly to the Board of Directors.
9. To assist with respect to Board and Committee evaluations.
10. To assist the Compensation Committee in evaluating the performance of the Chief Executive Officer and in reviewing the results with that officer.
11. To promote compliance with the Company's governance guidelines.
12. To encourage active engagement by all members of the Board and, when appropriate, provide counsel to individual directors on performance of director duties.
13. To promote effective relationships and communications among the Board members and between the Board and the executive management of the Company.
14. To act as Chairperson at Board meetings when the Board Chairperson is absent.
15. To serve as an optional independent point of contact for shareowners who wish to communicate with the Board.

C. CEO INTERACTION. In addition, the Lead Director shall have the following authority and responsibilities related to the Chief Executive Officer:

1. To assist the Chief Executive Officer in the effective implementation of board decisions.

2. To be available to discuss with the Chief Executive Officer the strategic plans of the Company.
3. To establish a positive working relationship with the Chief Executive Officer and provide support and advice as deemed appropriate.
4. To facilitate appropriate communication between the Board and the Chief Executive Officer, as needed.

IV. GENERAL

The Committee shall establish its own schedule of meetings, which shall be at least twice annually 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. 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.

The Committee may delegate any of its responsibilities to subcommittees of its members.

The Committee may retain outside counsel and other advisors to the extent that it deems appropriate and shall have the authority to approve their fees and retention terms. The Committee shall also have the authority to request the services of Company employees to assist it in satisfying its duties.

The Committee shall keep minutes of its meetings and report its actions to the Board. Annually, the Committee shall conduct and review with the Board a performance evaluation of the Committee.