



WHISTLEBLOWER POLICY

Approved: September 24, 2024

*Approved by Civista Bank Board of Directors &
Civista Bancshares, Inc. Board of Directors*

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Introduction

It is the policy of Civista Bancshares, Inc. (the “Company”) that its reported financial information be accurate and complete in all material respects. This policy is intended to promote this goal, encourage proper individual conduct relating to accounting or auditing matters and provide a means for early detection of problematic situations related to accounting or auditing matters before they have serious consequences.

Policies such as this grew out of the events, near the turn of the millennium, involving accounting and auditing improprieties at companies such as Enron and WorldCom. The Sarbanes-Oxley Act (“SOX”) required that publicly traded companies establish whistleblower procedures and policies, specifically those necessary to handle internal and external complaints regarding accounting, financial and/or auditing improprieties.

This policy provides a process for the anonymous submission of suspected wrongdoing (whistleblowing) by any employee of the Company or of any subsidiary of the Company, supplier, customer and any other person who has concerns about **internal auditing controls or questionable accounting or auditing matters** and desires to report these concerns.

Contained in this policy are procedures for the receipt, retention and treatment of complaints received by the Company regarding **accounting, internal accounting controls or auditing matters** and for the confidential, anonymous submission by employees or others of concerns regarding questionable accounting or auditing matters.

Scope of Matters Covered by These Procedures

These procedures relate to complaints or concerns regarding **accounting, internal accounting controls or auditing matters** of the Company (“Complaints”), including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording or maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company’s internal accounting controls;
- Misrepresentations or false statements to or by an officer of the Company or an accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from the reporting of the Company’s financial condition as required by applicable laws and regulations.

Submission and Receipt of Complaints

All Complaints will be kept confidential to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. The Complaint may, at the discretion of the person submitting the Complaint, be submitted anonymously. Regardless, **the Complaint MUST INCLUDE A MEANS to respond to the Complaint.**

- A person with a Complaint should promptly report it in writing to the Company’s General Counsel, Lance A. Morrison. Complaints may be submitted:
 - a. By mail. Address the envelope to: Civista Bank, 100 East Water Street, Sandusky, Ohio 44870, Attn: Mr. Lance A. Morrison;
 - b. By interoffice mail. Place the written complaint in an interoffice mail envelope and address it to the attention of Mr. Morrison at the Water Street office;
 - c. Electronically. Send emails to Mr. Morrison at lamorrison@civista.bank; or
 - d. Facsimile. Via facsimile: 419/627-3359.

- Telephonically. Mr. Morrison may be reached by dialing 419/627-4530 or toll free 888/645-4121. However, when possible, Complaints should be reported in writing.
- Employees who have Complaints may, rather than submitting such Complaints directly to General Counsel (*e.g.*, in those situations where the CEO or the General Counsel is the subject of the Complaint), submit them confidentially and anonymously to the Chairman of the Audit Committee or to any member of that Committee. The members of the Audit Committee are as follows:

Julie A. Mattlin, Chairperson
100 East Water Street
Sandusky, OH 44870
Email: jmattlin@dkmgconsulting.com

Darci L. Congrove
100 East Water Street
Sandusky, OH 44870
Email: dcongrove@gbq.com

Gerald B. Wurm
100 East Water Street
Sandusky, OH 44870
Email: jerry@wurmsproducts.com

Nathan E. Weaks
100 East Water Street
Sandusky, OH 44870
Email: weaksn@automaticfeed.com

Mark J. Macioce
100 East Water Street
Sandusky, OH 44870
Email: mark_macioce@mascohq.com

Each of these persons is an independent third party who will coordinate delivery of Complaints to the General Counsel. Any supervisor or other employee who receives a report of such concerns should refer the information received to the General Counsel in accordance with this policy.

Each Complaint shall be logged on the Whistleblower Tracking Matrix (Attachment A) by the General Counsel. General Counsel shall note on the Complaint: the date of receipt, the date the Complaint was listed on the Whistleblower Tracking Matrix and the date of submission to the Audit Committee. In the event that the General Counsel or the CEO is the subject of the Complaint, the Audit Committee shall appoint an individual member of the Audit Committee to log the matter onto the Whistleblower Tracking Matrix with the assistance of the Risk Management Officer.

Complaints

All Complaints shall be submitted, if at all possible, using the “Complaint/Concern Regarding Accounting, Internal Accounting Controls or Auditing Matters” form (Attachment B). To assist the Company in the investigation of and response to a Complaint, the Complaint should be **factual**, rather than speculative and contain **as much specific information as possible** to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. It is less likely that the Company will be able to conduct an investigation based on a Complaint that contains unspecified wrongdoing or broad allegations without verifiable evidentiary support. Without limiting the foregoing, at a minimum, **the Complaint should, to the extent possible, contain the following information:**

- The alleged event, matter or issue that is the subject of the Complaint;
- The name(s) of the person(s) involved;
- If the Complaint involves a specific event or events, the approximate time and location of each event; and
- Any additional information, documentation or other evidence available to support the Complaint.

Retention of Complaints

All Complaints shall be kept in a Complaint file under the control of the General Counsel. The Complaints shall be maintained in accordance with the Company's document retention policy.

Treatment of Complaints

A copy of all Complaints shall be presented by the General Counsel to the Audit Committee at its next regularly scheduled meeting, unless the nature of the Complaint dictates otherwise. All Complaints will be reviewed and investigated by the General Counsel, under the direction of the Audit Committee. The General Counsel shall record the Complaint on the Whistleblower Tracking Matrix and periodically update the matrix regarding the status of the actions being taken concerning the Complaint. The Complaints will promptly be investigated in a manner that is as discreet as the circumstances reasonably permit. As indicated above, General Counsel, or a representative designated by General Counsel, shall conduct the investigation. However, the Audit Committee retains the authority to name another individual to perform an investigation if extraordinary circumstances make it appropriate to do so (*e.g.*, where General Counsel is the subject of the Complaint). The General Counsel shall conduct the investigation by gathering such documents and materials and interview such individuals as is reasonably necessary to complete the investigation. The progress and results of any investigation conducted pursuant to this policy shall be reported to the Audit Committee and the Chief Executive Officer of the Company. The only time the Chief Executive Officer or the General Counsel would be excluded from this process is if the CEO is the subject of the complaint. Otherwise, there shall be open and consistent communication between the Audit Committee and the Chief Executive Officer and the General Counsel. The Audit Committee and the Chief Executive Officer (absent the CEO or General Counsel as subject of the complaint as described above) shall have the authority to, at any time, request a briefing from General Counsel regarding any investigation of a Complaint and the findings regarding a Complaint.

Upon completion of the investigation, the Audit Committee shall review the results as presented by General Counsel, direct any additional investigation of a Complaint needed and determine the corrective action, if any, to be taken in response to a Complaint. All documents and materials compiled during the investigation shall be retained with the Complaint and handled in accordance with this policy.

The General Counsel shall then prepare a written response to the Complaint. Upon completion of the written response, it shall be submitted to the Audit Committee for review and approval prior to sending it to the Complainant. A copy of the response letter shall be maintained with the Complaint and the documentation compiled during the investigation. In the unlikely event that the Complainant has provided no means by which to respond to the Complainant, the response letter shall so indicate this and be maintained as a memorandum of response to the Audit Committee and be maintained with the Complaint. Upon completion of these procedures, the Whistleblower Complaint form and Whistleblower Tracking Matrix will be updated.

Confidentiality/Anonymity

Concerns may be reported anonymously, at the complainant's option. The Company shall maintain the confidentiality or anonymity of the person(s) making the Complaint to the fullest extent reasonably practicable considering the requirements of law and the need to conduct any ensuing evaluation or investigation. Legal, regulatory, investigative or business requirements may not allow for complete anonymity. Also, in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In general it is less likely that an investigation will be initiated in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints. In addition, persons making Complaints should be cautioned that their identity might become known for reasons outside the control of the Company. The identity of other persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations. Furthermore, providing a means to respond to the Complainant, even if anonymous, is vital so as to inform the Complainant as to the outcome of any investigation.

Protections from Retaliation

Retaliation against an individual who, in good faith, has made a Complaint, disclosed information relating to a Complaint or otherwise participated in an investigation relating to a Complaint, is **strictly prohibited** regardless of the outcome of the investigation. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of Complaints, participation in a related investigation or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. An employee's right to protection from retaliation **does not** extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

Deliberately making a **false** report is also against this policy. This is not meant to discourage or limit the rights of individuals from making reports of alleged violations relating to accounting or auditing matters. The Company recognizes that, in some instances, it may not be possible to determine whether a report is warranted. Employees should not be reluctant to report information because they are uncertain of who will be believed and whether the allegation can be proved. However, it is necessary that complaints be made in good faith.

These procedures are not intended to limit the right of employees to report alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities.

Policy Accessibility

Internally

Employees have access to this policy through SharePoint/the employee website – <http://cb-sp/Sitepages/Home.aspx> . On the left side of the website, is a section titled “Libraries”. Under this section, is a bullet item titled “Policies-Procedures-Charters”. This will generate a list of subfolders, one of which will be titled “Policies”. Click on “Policies”. This will bring up an alphabetical list of all policies. The last policy on the list will be the “Whistleblower Policy”. Click on “Whistleblower Policy” and the policy will appear on the desktop in word format. The policy includes the form (“Complaint/Concern Regarding Accounting, Internal Accounting Controls or Auditing Matters”, Attachment B) which can be used to submit a complaint.

Externally

The policy is accessible to anyone through The Civista Bancshares, Inc.'s website at www.civb.com. On the website, look for and place the pointer on “Governance Documents” located near the top left of the website page. Click on these words. When you do this, a new page will appear with a list of policies and charters. Click on “Whistleblower Policy”. A new page will appear with the policy which includes the form (“Complaint/Concern Regarding Accounting, Internal Accounting Controls or Auditing Matters”) which should be used to submit a complaint.

