

## **CIVISTA BANCSHARES, INC. COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The Compensation Committee (the "Committee") shall review and approve on behalf of Civista Bancshares, Inc. and its subsidiaries (collectively "Civista") executive compensation programs (including any incentive compensation, employment or change of control contracts, and executive equity compensation plans), evaluate the performance of the Chief Executive Officer ("CEO") and other executive management based upon the goals and objectives of the compensation plans, establish the compensation of the CEO and executives who are named executive officers ("NEOs") within Civista's Annual Proxy Statement and provide general oversight of employee benefit and compensation matters. The Committee will prepare any reports appropriate to be included in Civista's annual proxy statement. The Committee shall also advise the Board of Directors (the "Board") and the Nominating and Corporate Governance Committee regarding the compensation paid to non-employee directors for service on the Board and its committees.

### **Membership**

The Compensation Committee shall be comprised of three or more members of Civista's Board of Directors. Each member of the Committee shall be independent under the applicable listing standards and rules of the Nasdaq National Market, as interpreted by Civista's Board of Directors, and shall satisfy any other applicable standards of Nasdaq regarding members of the Committee. Each member of the Committee shall also be free from any relationship (including disallowed consulting, advisory or other compensatory arrangements) prohibited by applicable laws, rules or regulations or that, in the opinion of the Board, is material to his or her ability to be independent from management of the Company in connection with the duties of a member of the Committee or to his or her ability to make independent judgments about the Company's executive compensation. A member shall immediately disclose to the Committee's chairperson any fact or relationship that may affect the independence of the member. All members of the Committee shall qualify as "Non-Employee Directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Members shall be appointed to the Committee by the Board upon the recommendation of Civista's Nominating and Corporate Governance Committee. Each member shall serve at the pleasure of the Board for the term that the Board determines. 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.

## **Operations**

The Committee shall meet at least two times per year at a time and place designated by its chairperson. The presence of a majority of the Committee's members shall constitute a quorum, and the action of the Committee by a majority of its members at a meeting at which a quorum is present shall be the act of the Committee. 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 Committee may permit attendance at its meetings by Civista management, consultants, advisors and others when it determines that their attendance will facilitate its activities. Notwithstanding the foregoing, the compensation of the Company's Chief Executive Officer and all other officers (as defined in Rule 16a-1(f) under the Exchange Act) must be determined by the Committee voting in executive session. The Company's Chief Executive Officer may not be present during the Committee's deliberations regarding the Chief Executive Officer's compensation but may be present during the Committee's deliberations regarding the compensation of all other officers of the Company.

The Committee shall maintain and shall provide to the Board minutes of each meeting reflecting its actions and recommendations.

## **Duties and Responsibilities**

The Compensation Committee shall be responsible for and authorized to perform the following functions:

1. In consultation with senior management, establish Civista's compensation philosophy and oversee the adoption and implementation of its compensation programs.
2. Adopt the goals and objectives applicable to the compensation of Civista's CEO, evaluate the CEO's performance based upon the goals and objectives and establish the compensation of the CEO.
3. Consider and approve compensation programs for the executive management of Civista.
4. Oversee generally Civista's compensation programs, including appropriate reviews to identify and avoid risks to Civista that may be created by the programs.
5. Conduct or oversee any investigations or reviews related to compensation programs or other compensation matters necessary as a result of any applicable governmental requirements and render any certifications appropriate in connection with such requirements.

6. Approve any employment contracts or similar arrangements (and any amendments to such arrangements) which have a duration of at least two years, except any employment contracts or similar arrangements related to an acquisition by Civista or its subsidiaries unless the arrangement has a duration of at least three years.
7. Approve any change of control agreements that would provide an employee with change of control benefits, with the exception of general severance agreements providing less than six months of the employee's cash compensation.
8. Generate each report of the Committee to be included in Civista's annual proxy statement in accordance with applicable SEC requirements.
9. Periodically review the Committee's Charter and recommend appropriate changes to the Board.
10. Perform any other duties and responsibilities related to Civista's compensation which have been delegated to the Committee by the Board.

### **Authority**

The Committee shall have the authority necessary or useful to accomplishing its duties and responsibilities. The Committee is empowered to investigate any matter brought to its attention, or initiated on its own, with full access to all books, records, facilities and personnel of the Company and its subsidiaries.

The Committee shall have the power to hire and fire (or obtain the advice of) independent compensation consultants, legal counsel, or other advisors as it may deem necessary to assist it in the performance of its duties and responsibilities, but only after taking into consideration all factors relevant to such consultant's legal counsel's or advisor's independence from management, including any factors specified in 5605(d)(3) of the Nasdaq listing rules and any other rules or standards of Nasdaq or the Securities and Exchange Commission. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee, and shall have the sole authority to approve such consultant's, legal counsel's or advisor's fees and the other terms and conditions of retention.

At its option, the Committee may delegate to subcommittees any of its duties, responsibilities and authorities, on terms and conditions and with such limitations as the Committee deems appropriate.