

CIVISTA BANCSHARES, INC.
DIRECTORS' EXPENSE REIMBURSEMENT POLICY

Civista Bancshares, Inc. and its subsidiaries (collectively, the “Company”) adopts this Directors’ Expense Reimbursement Policy to establish the guidelines for reimbursement of the reasonable expenses of members of the Company’s Board of Directors (“Directors”). The Company recognizes that Directors may incur expenses related to attending industry meetings, obtaining education relevant to service as a director of the Company or otherwise advancing the interests of the Company. When incurring business expenses, the Company expects Directors to:

- Exercise discretion and good business judgment with respect to the expenses;
- Be cost conscious and spend money as carefully and judiciously as the individual would spend his or her own funds; and
- Report expenses, supported by required documentation, as they are actually spent.

Expense Reports

Directors requesting reimbursement of expenses should submit a written report itemizing the expenses with sufficient explanation to describe the vendor, the date and the purpose for each expense. The Director should include receipts or other appropriate documentation of each expense with the request. A credit card receipt may be used to document the vendor and date of an expense, provided adequate details concerning the expense are provided.

Educational, Industry or Other Events

The Company may, from time to time, request or encourage one or more Directors to attend an event. If a Director wants to attend an event not recommended by the Company, the Director should consult with the Company’s CEO. The Company will reimburse the reasonable out-of-pocket expenses related to approved events in accordance with this policy.

Travel

Air Travel. Directors are expected to purchase reasonably priced tickets available using a customary standard (coach or equivalent) airfare or commercial discount airfare. Directors should make timely reservations to secure advance-purchase pricing. Other expenses such as upgrades or preferred seating normally will not be reimbursed.

Personal Automobiles. The Company will reimburse a Director who uses his or her personal automobile to attend an event based upon the standard mileage allowance set at \$0.56 per mile until further notice for use of a private automobile. A Director should use the most direct route, and reimbursement will be calculated based upon the actual driving distance. This reimbursement is in lieu of any other payment for actual automobile expenses.

Rental Cars. When it is more practical or less expensive to rent an automobile than use other transportation, the Company will reimburse the Director for the costs paid to the rental

company to rent a vehicle that is reasonably sufficient considering the circumstances. The cost of gas is also reimbursable. No mileage allowance will be paid for distances driven in a rental vehicle, except to the extent that mileage is charged by the rental company.

Lodging. Directors should book reasonable lodging based on the location of the event. A Director should generally stay at the hotel hosting the event. Exceptions may apply due to a lack of available rooms or reasonable rates.

Meals. The Company will reimburse a Director for the reasonable cost of his or her food and drink while attending an event, up to a maximum of \$150.00 per day. Directors are not expected to provide meals or entertain others without an extraordinary reason.

Family Members. The Company will not reimburse the separate expenses of a spouse or any other family member that may accompany the Director.

Non-reimbursable Expenses

It is presumed that the following expenses are not reasonable and necessary. They are not eligible for reimbursement unless approved in advance:

- Parking or traffic fines
- Personal automobile repairs
- “No-show” charges or penalties for flights, hotels or car rentals unless justified by extraordinary circumstances
- Golf or greens fees
- Dues to private clubs
- Gym and recreational fees
- In-room movies and mini-bar charges
- Lost/theft of cash, airline tickets or other personal property
- Childcare
- Flight insurance or baggage insurance
- Lost baggage or excess baggage charges for personal items
- Tips or gratuities in excess of 20%
- Personal portion of trip
- Discretionary upgrades (flight, hotel, car, etc.)
- Expenses of any person other than the Director