



Investor Presentation Second Quarter 2020

Dennis G. Shaffer - President & Chief Executive Officer

Richard J. Dutton - Senior Vice President, Chief Operating Officer

NASDAQ: CIVB



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Use of Non-GAAP Financial Measures. This presentation contains certain financial information determined by methods other than in accordance with accounting principals generally accepted in the United States (“GAAP”). These non-GAAP financial measures include “Tangible Book Value per Share” , “Tangible Common Equity to Tangible Assets” and “Efficiency Ratio”. The Company believes that these non-GAAP financial measures provide both management and investors a more complete understanding of the Company’s profitability. These non-GAAP financial measures are supplemental and are not a substitute for any analysis based on GAAP Measures. Not all companies use the same calculation of these measures; therefore this presentation may not be comparable to other similarly titled measures as presented by other companies. Reconciliations of these non-GAAP measures are provided in the Appendix section of this presentation.

- **Civista Bancshares, Inc.’s common shares are traded on the NASDAQ Capital Market under the symbol “CIVB.”**

- Additional information can be found at:
 - **www.civb.com**

 - Dennis G Shaffer
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 - Telephone: 888.645.4121

Corporate Overview

- Bank founded in 1884
- 9th Largest Publicly Traded Commercial Bank Headquartered in Ohio
- Community Banking Focused Operations in 12 Ohio, 2 Indiana and 1 Kentucky Counties
 - 35 Branches & 2 Loan Production Offices
- Operations in the 5 largest Ohio MSAs
- Franchise Poised for Acquisitions and Organic Growth
- Full-Service Banking Organization with Diversified Revenue Streams
 - Commercial Banking
 - Retail Banking
 - Wealth Management
 - Mortgage Banking
 - Tax Refund Processing



Experienced Management Team

Dennis G. Shaffer



- CEO & President
- President, Civista Bank
- 34 years of banking experience
- Joined in 2009

Charles A. Parcher



- SVP & Chief Lending Officer
- 32 years of banking experience
- Joined in 2016

Richard J. Dutton



- SVP & Chief Operating Officer
- 34 years of banking experience
- Joined in 2007

John A. Betts



- SVP & Chief Risk Officer
- 24 years of banking experience
- Joined in 2013

Lance A. Morrison



- SVP & General Counsel
- 17 years of banking experience
- Joined in 2018

Paul J. Stark



- SVP & Chief Credit Officer
- 35 years of banking experience
- Joined in 2010

Todd A. Michel



- SVP & Controller
- 32 years of banking experience
- Joined in 1988

Donna M. Jaskolski



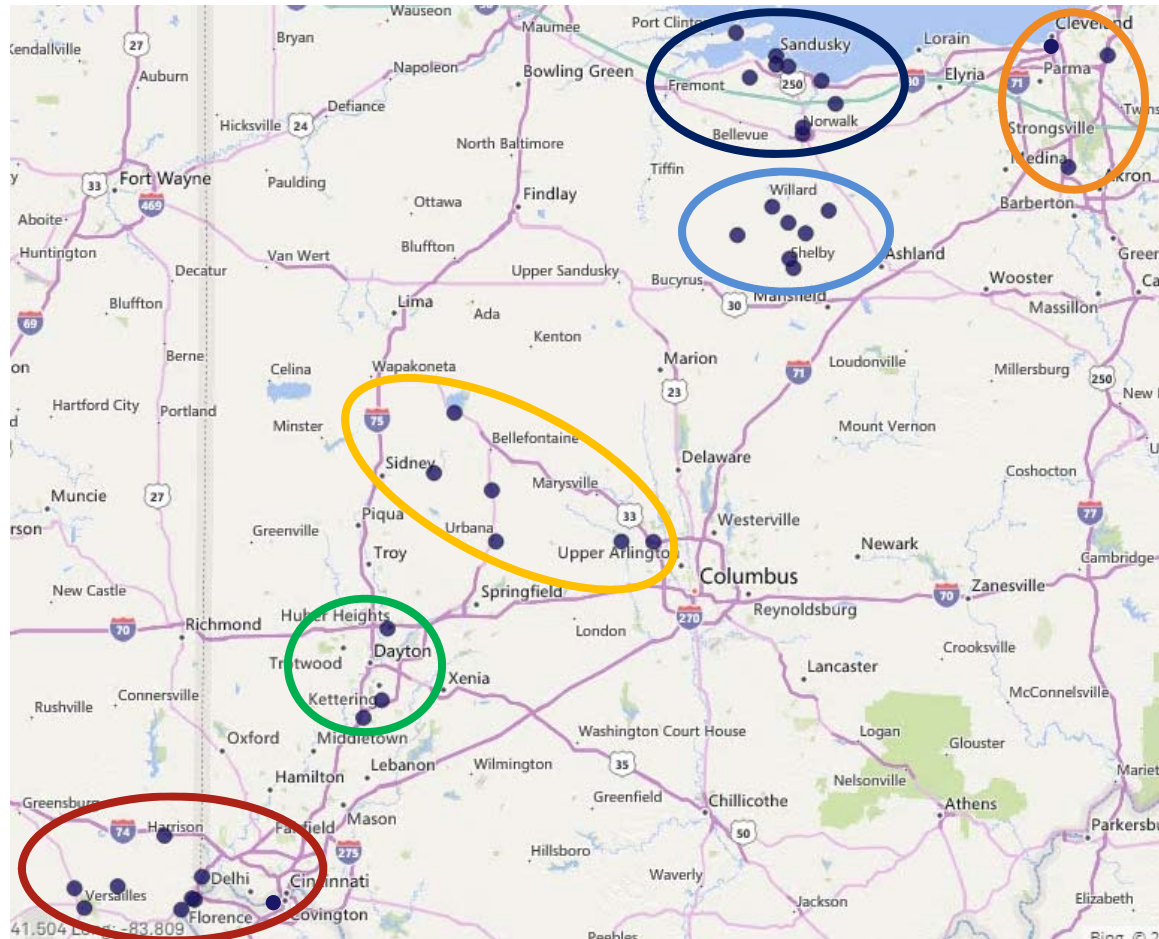
- SVP & Customer Experience Officer
- 18 years of banking experience
- Joined in 2017

**Sandusky /
Norwalk / Port
Clinton**

- \$452 million in loans
- \$828 million in deposits
- 9 locations
- #1 deposit market share in Sandusky, Ohio with ~48% market share

North Central Ohio

- \$69 million in loans
- \$196 million in deposits
- 7 locations
- ~34% deposit share in our markets



**Southeastern
Indiana/Cincinnati**

- \$380 million in loans
- \$569 million in deposits
- 9 locations
- ~39% deposit market share in our markets

Akron / Cleveland, Ohio

- \$569 million in loans
- \$98 million in deposits
- 3 locations

West Central Ohio

- \$410 million in loans
- \$276 million in deposits
- 7 locations
- 21% deposit market share in the rural markets

Greater Dayton, Ohio

- \$143 million in loans
- \$102 million in deposits
- 3 locations

- **Experienced management team with a deep bench**
- **Strong capital position**
- **Community bank franchise in growth markets with an established operating model**
 - Gather attractive low-cost deposits (37 bps total cost of deposits)
 - Generate loans in select growing markets (operations in the 5 largest MSAs in Ohio)
- **Use of LPOs to extend our reach**
 - One Loan Production Office in Cleveland MSA (Westlake)
 - One Loan Production Office in Cincinnati MSA (Fort Mitchell, KY)
- **Disciplined underwriting verified with strong credit quality metrics**
 - Nonaccrual and 90 days Past Due (excluding PCI¹) to Gross Loans of 0.36% as of 6/30/2020
- **Noninterest income enhanced by unique tax refund processing platform**
 - **Continued strong returns in 2020**
 - ROAA²: 1.20%
 - ROAE²: 8.97%
 - FTE NIM 3.84%
- **Member Russell 2000 index**

Source: Company Management and SNL Financial.

¹PCI – purchased credit impaired loans.

² LTM

Financial Highlights

(\$s in thousands, except per share data)

	June 30, 2020	June 30, 2019	% Change
Balance Sheet			
Assets	\$2,812,153	\$2,202,995	27.65%
Gross Loans (excluding HFS)	2,022,965	1,598,770	26.53%
Deposits	2,069,261	1,632,720	26.74%
Performance Analysis			
Net Income Available to Common	\$14,337	\$18,002	(20.36%)
ROAA ²	1.07%	1.65%	(35.15%)
ROAE ²	8.70%	11.98%	(27.38%)
Market Data			
Market Capitalization (\$mm)	\$247,216	\$350,962	
Price / Tangible Book Value ¹	97.5%	152.1%	
Price/LTM diluted EPS	8.5x	18.4x	

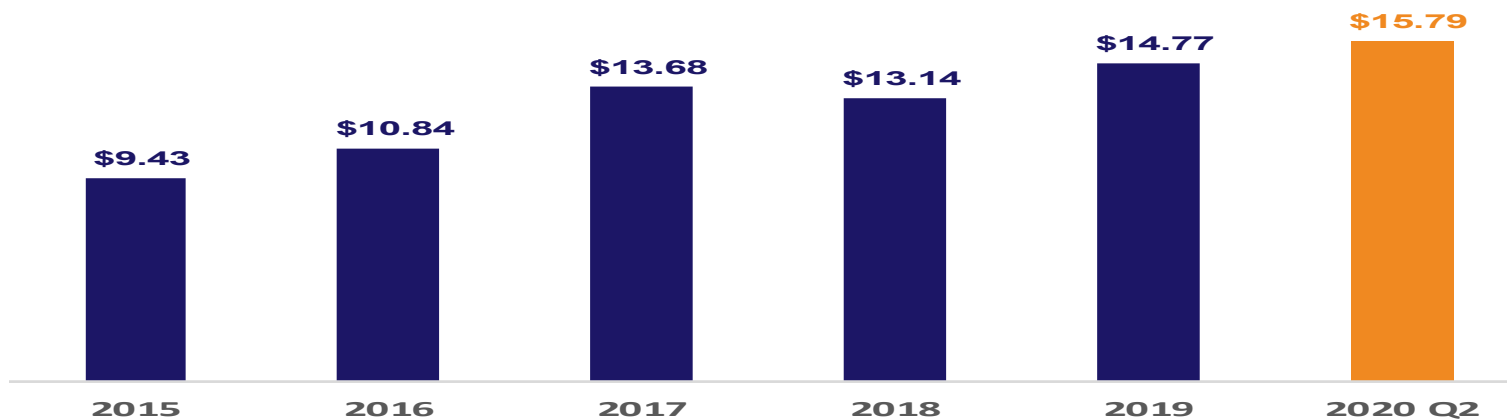
Source: Company Management and SNL Financial.

1 Non-GAAP reconciliation on page 24.

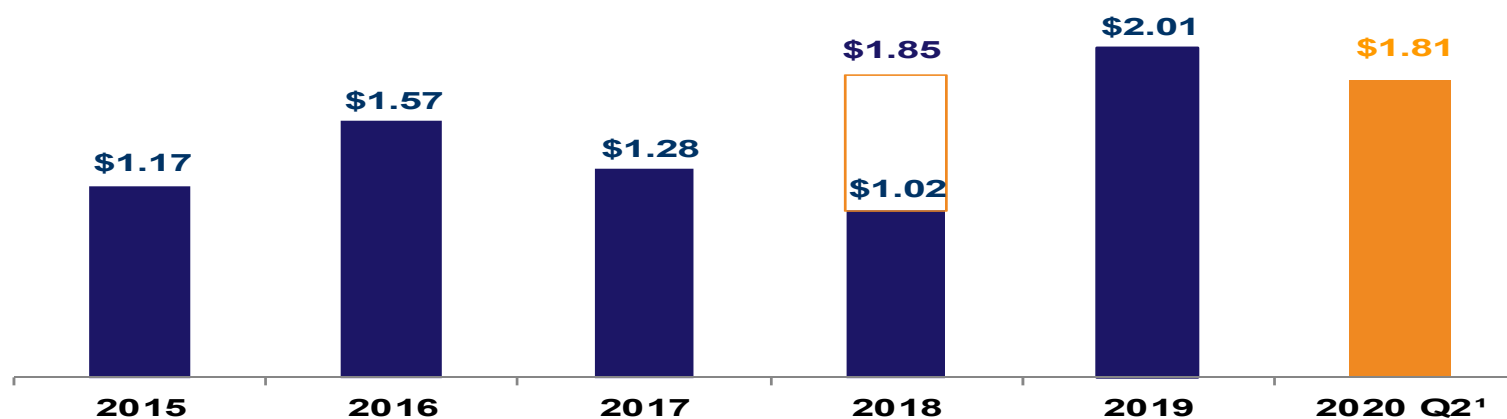
2 Reported on an annualized basis.

Increasing Shareholder Value

Tangible Book Value per Share²



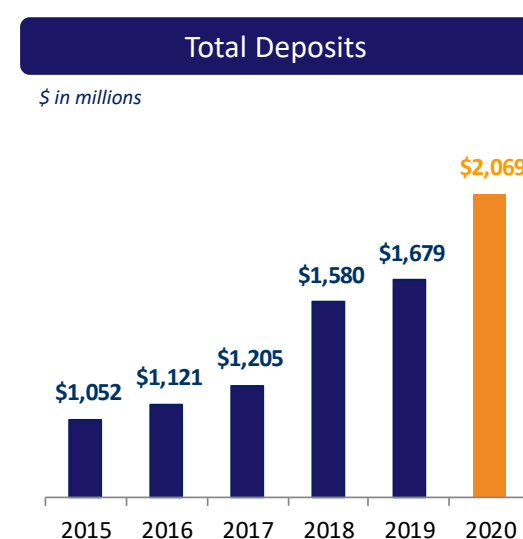
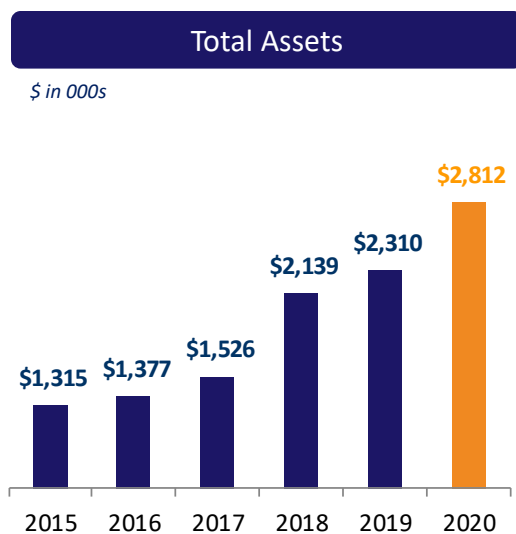
Diluted EPS³

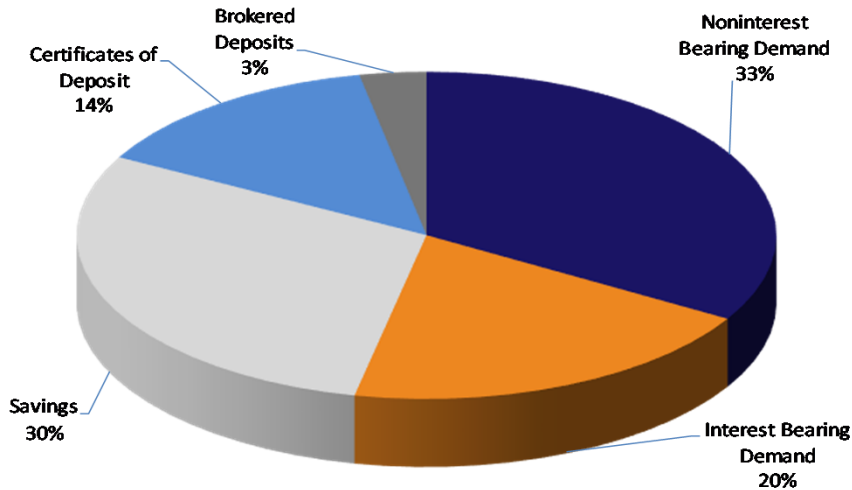


Source: Company management and SNL Financial.

¹ LTM basis ² Non-GAAP reconciliation on page 24 ³ Page 26 shows 2018 ratios adjusted for merger related expenses

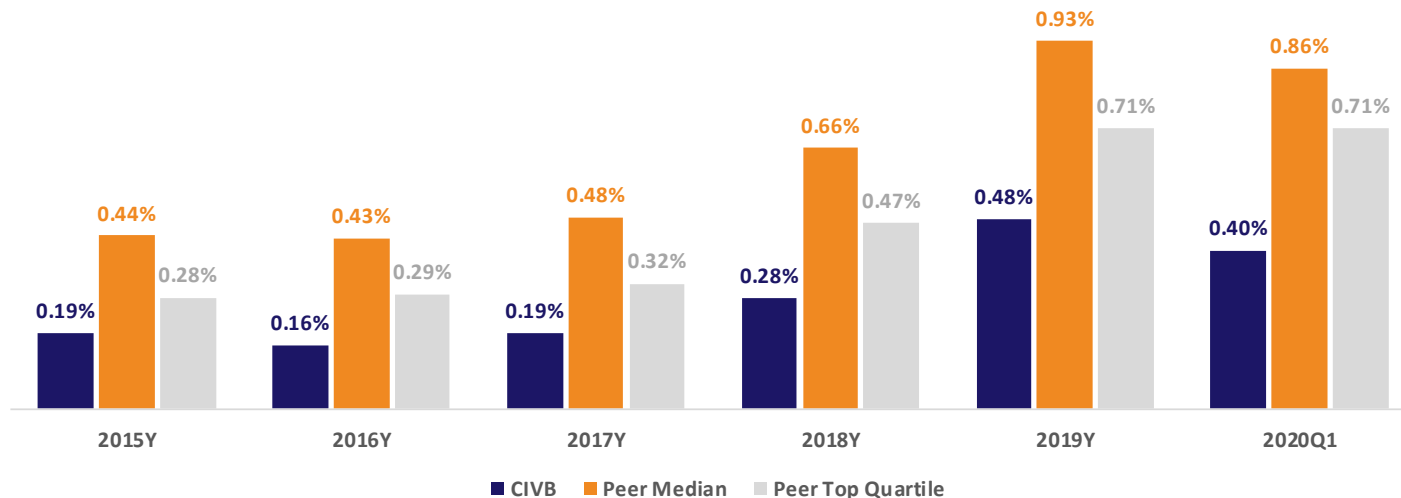
- Completed 8 acquisitions since the formation of the holding company in 1987, including the acquisition of United Community Bancorp, which closed September 14, 2018
- Expanded commercial loan growth in Columbus, Cleveland, Akron and Dayton markets, and added the Cincinnati market
 - Since year-end 2013, loan portfolios in these markets have increased from \$276 million to \$1 billion through Q2 2020
- Low cost, locally generated deposit base
- Total Asset CAGR 18.4%, Total Gross Loan CAGR 16.9%, Total Deposit CAGR 16.2%



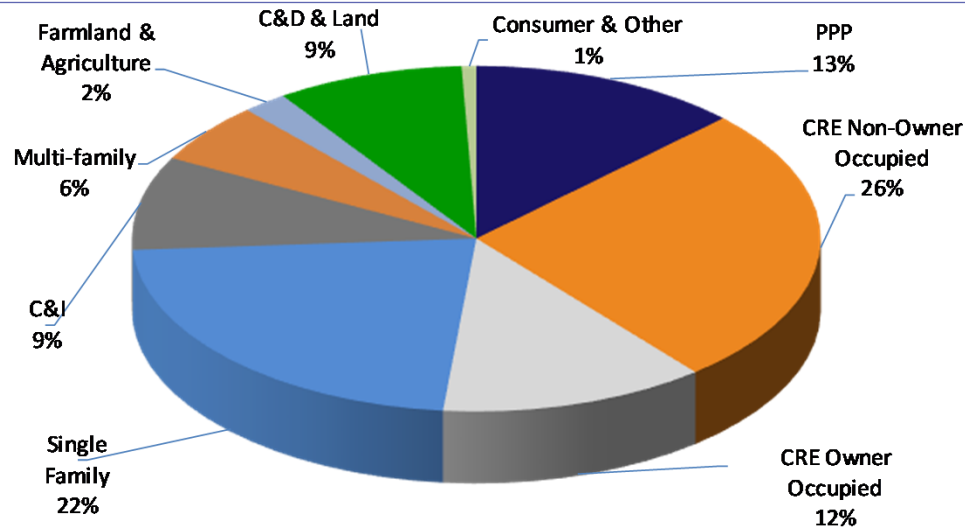


- Total Deposits: \$2.1 billion
- 2020 Total Cost of Deposits: 0.37%
- 33% Noninterest Bearing Demand Deposits
- Split between Commercial (72%) and Retail (28%)
- 2020 Loan/Deposit Ratio: 97.8%

Total Cost of Deposits (%) as of 3/31/2020

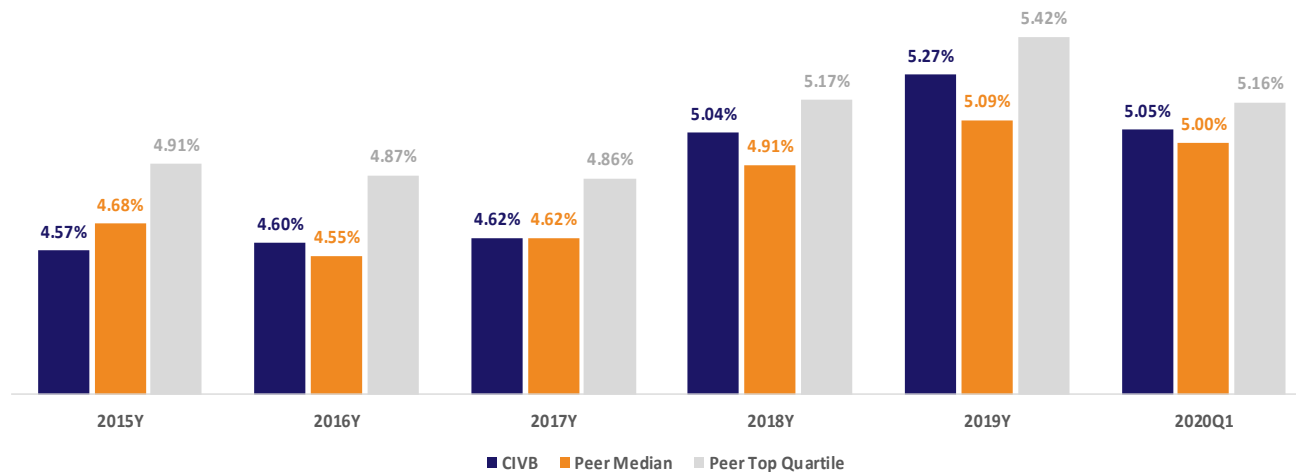


Source: Company Management and SNL Financial.
 2020 Peer data as of 3/31/2020, or the latest available date.
 Note: Comparable peers include public banks \$1-\$4B in Ohio and +/- 40% CIVB's asset size in contiguous states.



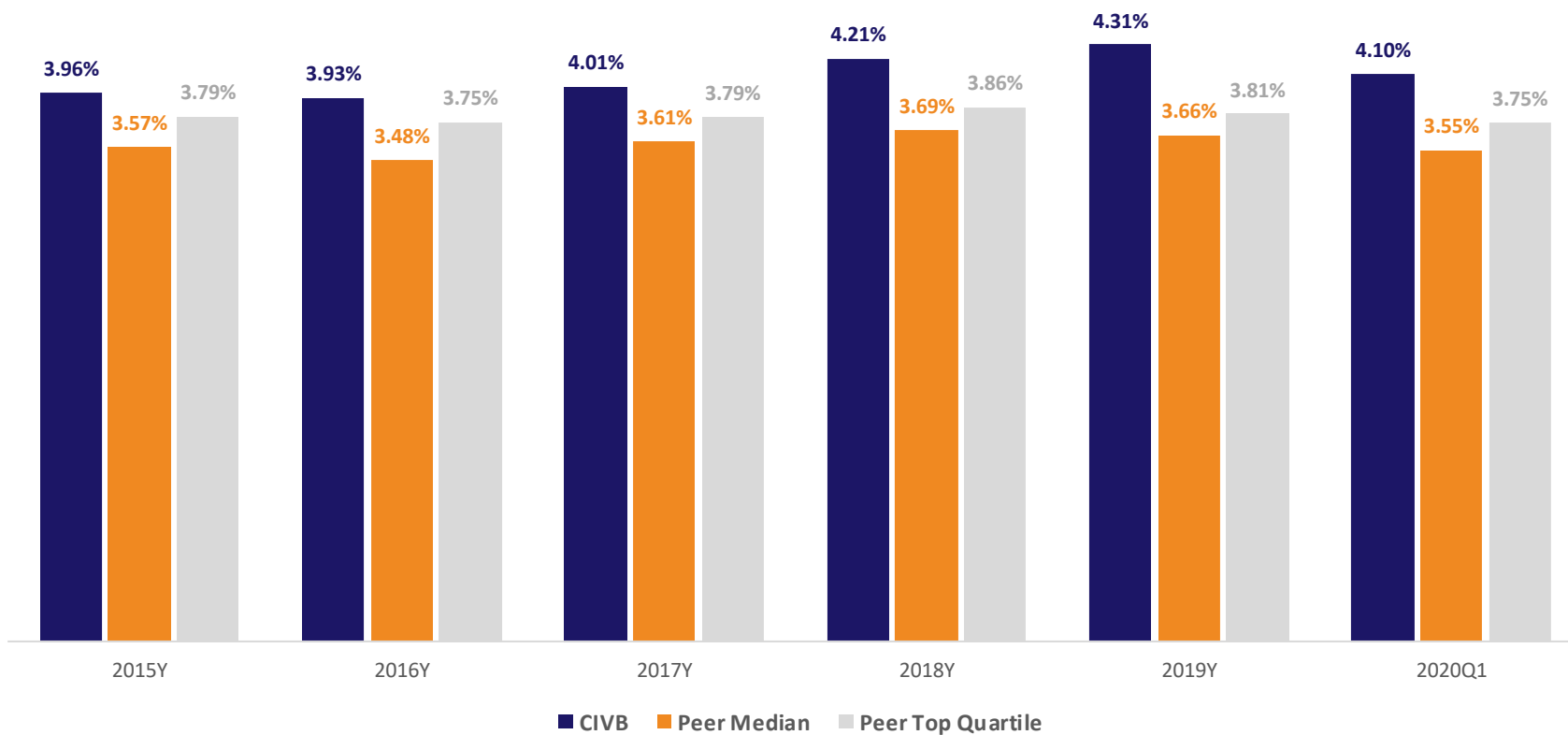
- Total Gross Loans: \$2.0 billion
- 2020 Loan Yield: 4.71%
- Diversified Portfolio
 - No Big Box Retail or Energy Exposure
 - Hotel, Restaurant, Entertainment (12%), Retail (19%), Industrial (8%), Office (5%)
- CRE to RBC ratio: 315.8%

Yield on Loans (%) as of 3/31/2020



Source: Company Management and SNL Financial.
 2020 Peer data as of 3/31/2020, or the latest available date.
 Note: Comparable peers include public banks \$1-\$4B in Ohio and +/- 40% CIVB's asset size in contiguous states.

Peer Leading FTE NIM as of 3/31/2020

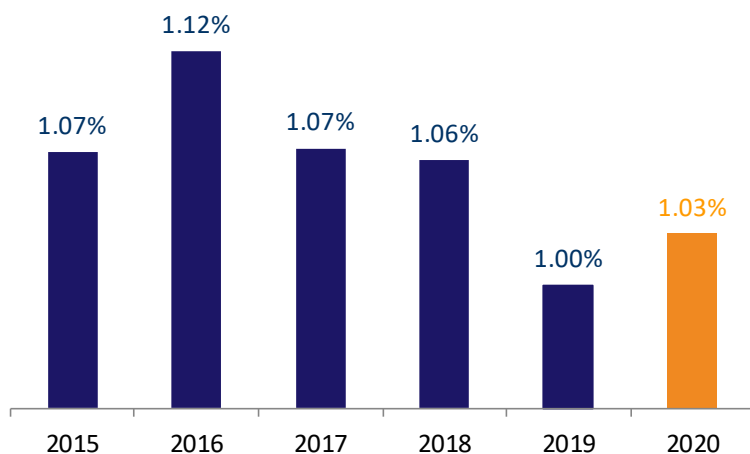


Source: SNL Financial.
 2020 peer data as of 3/31/2020, or the latest available date.
 Note: Comparable peers include public banks \$1-\$4B in Ohio and +/- 40% CIVB's asset size in contiguous states.

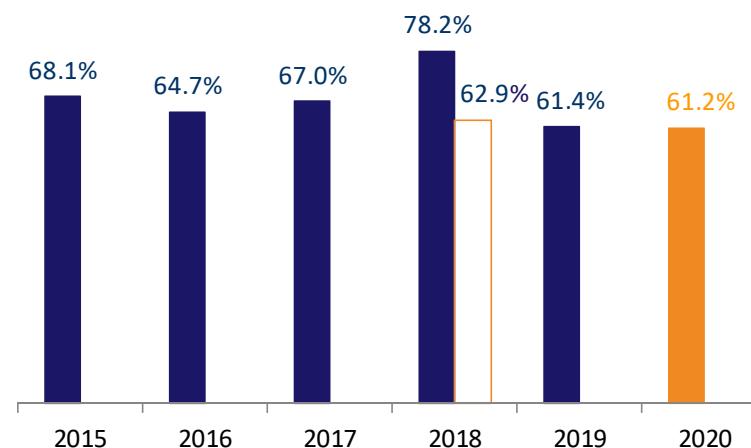
Fee Income / Operating Efficiencies

- Fee income platform
 - Service charges on deposit accounts were \$2.4 million YTD 2020 and \$3.0 million YTD 2019
- Mortgage Banking
 - Gain on sale of loans, primarily mortgage loans, was \$3.1 million YTD 2020 and \$886 thousand YTD 2019
- Swap fee income
 - Swap fee income was \$1.1 million YTD 2020 and \$88 thousand YTD 2019
- Continued focus on: improving efficiency; operating leverage and branch network opportunities
- Tax Refund Processing Platform
 - \$2.4 million YTD 2020 and \$2.8 million YTD 2019

Noninterest Income / Average Assets¹



Efficiency Ratio²



Source: Company Management.

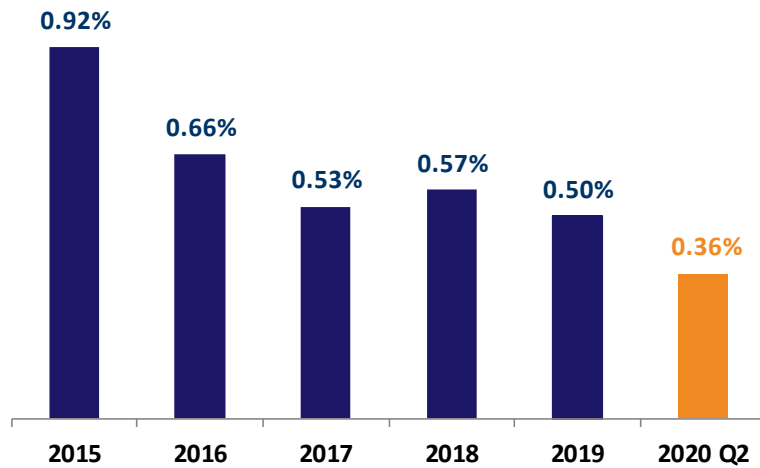
¹Reported on an annualized basis

²Page 25 shows 2018 ratios adjusted for merger related expenses

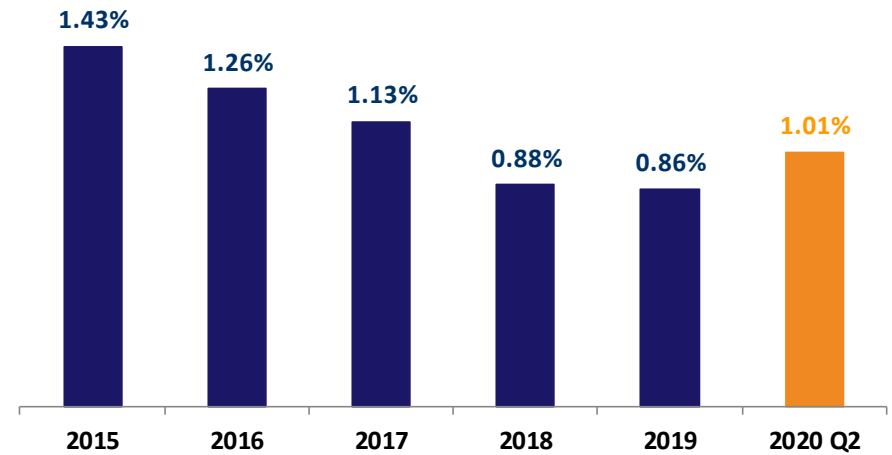
- Enhance utilization of technology to leverage efficiency and improve internal and external customer experience
 - Branch Anywhere
 - OnBase
 - E-Sign
 - Digital Transformation (in process)
 - Retail
 - Commercial

- Tools to protect our systems and information
 - FraudEYE
 - Digital Guardian

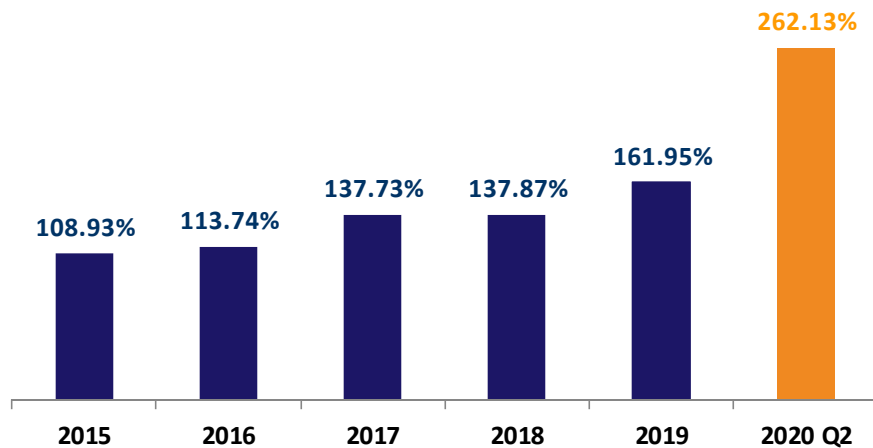
Nonaccrual & 90 days Past Due² / Gross Loans



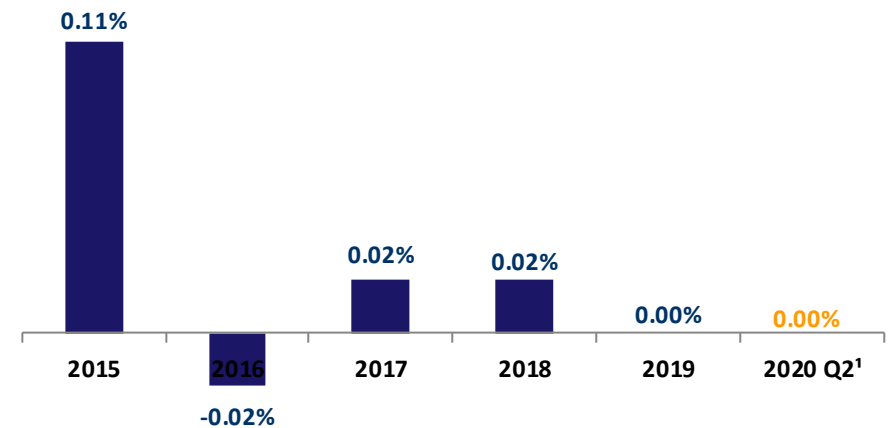
Loan Loss Reserves / Gross Loans



Reserves / NPLs



NCOs / Average Loans

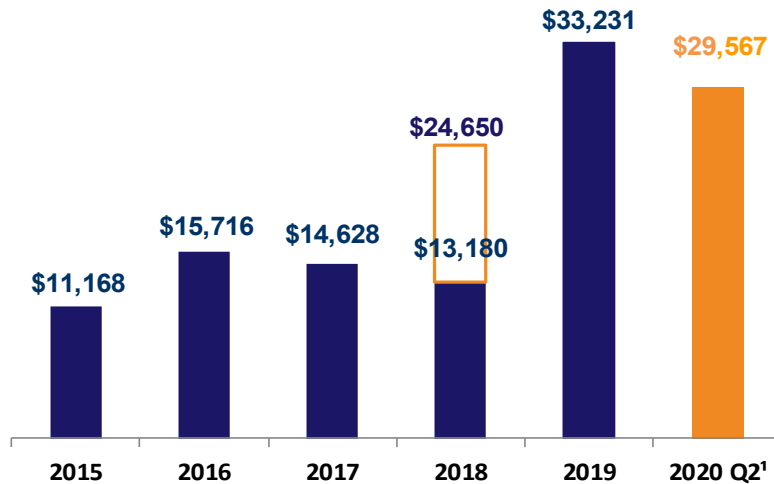


Source: Company Management and SNL Financial.

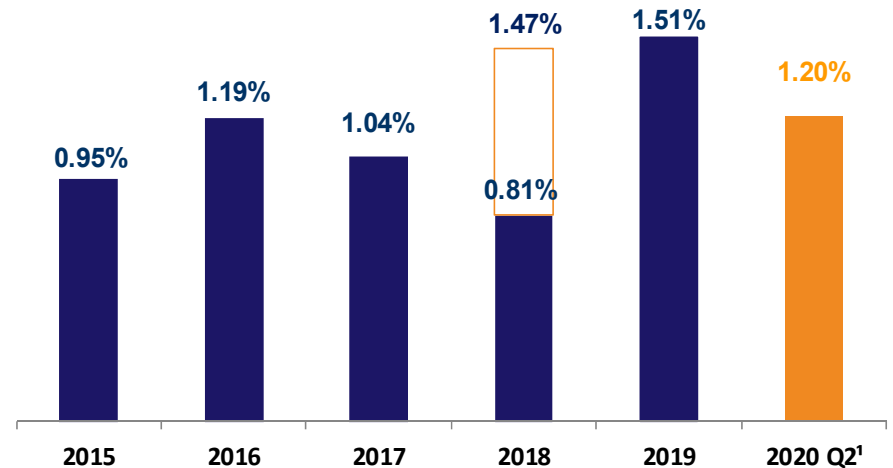
¹ LTM basis ² Excluding PCI (purchased credit impaired loans).

Profitability & Returns Analysis

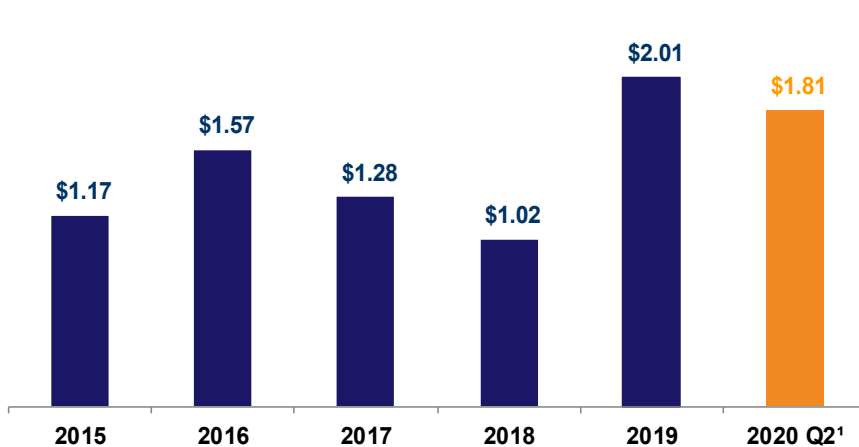
Net Income Available to Common Shareholders²



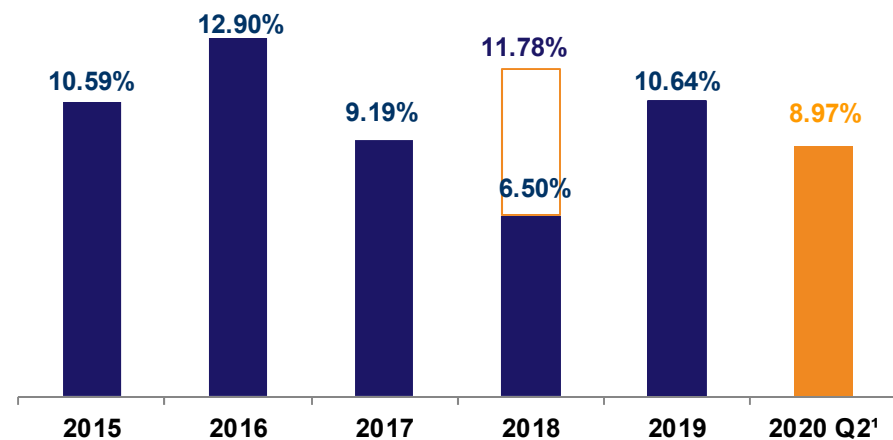
ROAA²



Diluted Earnings per Share²



ROAE²



Source: Company Management and SNL Financial.

1 LTM basis

2 Page 26 shows 2018 ratios adjusted for merger related expenses

- Successfully raised \$32.8 million of capital (issued 1,610,000 shares) in February 2017
- Additional \$104.7 million of capital (issued 4,277,430 shares) related to UCB merger in September 2018
- Successfully redeemed outstanding preferred shares effective December 20, 2019
- Repurchased 188,200 shares for \$3.9 million at a weighted average price of \$20.77, Q3 2019
- Repurchased 672,000 shares for \$11.4 million at a weighted average price of \$16.90, YTD 2020
- Authorized \$13.5 million stock repurchase plan on April 21, 2020

(\$s in thousands, except per share data)

	For the Years Ended December 31,					2020 Q2
	2015	2016	2017	2018	2019	
Total Equity	\$125,173	\$137,616	\$184,461	\$298,898	\$330,126	\$336,613
TCE / TA ¹	5.71%	6.70%	9.31%	9.98%	11.08%	9.29%
Tier 1 Leverage Ratio	9.96%	10.55%	12.70%	12.22%	12.30%	10.43%
Tier 1 Risk-based Capital Ratio	12.70%	12.98%	15.47%	15.30%	15.30%	12.99%
Total Risk-based Capital Ratio	13.96%	14.20%	16.55%	16.15%	16.10%	13.97%

¹ TCE Non-GAAP reconciliation on page 24

(\$s in thousands, except per share data)

	For the Years Ended December 31,					LTM Q2
	2015	2016	2017	2018	2019	2020
Net Interest Income	\$47,392	\$50,259	\$54,502	\$66,107	\$85,100	\$85,830
Provision for Loan Losses	1,200	(1,300)	0	780	1,035	6,647
Noninterest Income	14,278	16,132	16,334	18,131	22,443	24,787
Noninterest Expense	42,944	43,855	48,604	66,679	66,947	69,830
Net Income/(Loss)	12,745	17,217	15,872	14,139	33,878	29,886
Net Income Available to Common Shareholders	\$11,168	\$15,716	\$14,628	\$13,180	\$33,231	\$29,567
Diluted Earnings/(Loss) per Common Share	\$1.17	\$1.57	\$1.28	\$1.02	\$2.01	\$1.81
<i>Return on Average Assets (ROAA)</i>	<i>0.95%</i>	<i>1.19%</i>	<i>1.04%</i>	<i>0.81%</i>	<i>1.51%</i>	<i>1.20%</i>
<i>Return on Average Equity (ROAE)</i>	<i>10.59%</i>	<i>12.90%</i>	<i>9.19%</i>	<i>6.50%</i>	<i>10.64%</i>	<i>8.97%</i>



Compelling Investment Opportunity

- Strong capital position
- Strong credit culture and asset quality
- Proven acquirer
 - Completed 8 acquisitions since the formation of the holding company in 1987, including the acquisition of United Community Bancorp, which closed on September 14, 2018
- Peer leading NIM
- Experienced management team with an average of 28 years in banking
- Strategically positioned in attractive Ohio lending markets funded by low cost deposits
- Demonstrated strong profitability from 2015 to Q2 2020
 - Net Income CAGR: 24.2%
 - TBV / Share CAGR: 12.1%
 - LTM EPS CAGR: 10.2%

- Top Priorities: Focus on Customer's Financial Needs and Health and Safety of Employees and Customers

- Assistance Programs
 - SBA – Paycheck Protection Program
 - Commercial Loan Payment Deferral Program
 - Suspension of Foreclosure Program
 - Consumer and Mortgage Payment Deferral Program
 - Suspended Certain Account Service Charges through May, and Waived Penalties for Early Withdrawal and Other Retail Charges



#CivistaCARES

- As of June 30, 2020 Civista modified 813 loans totaling \$431.3 million, primarily consisting of the 90 day deferral of principal and/or interest payments.
- Commercial modifications as of June 30, 2020 are as follows:

<i>\$s in thousands</i>			
	# of Loans	Balance	% of Total Portfolio
Administration and Support	16	\$ 2,043	8.0%
Agriculture	5	1,127	2.7%
Construction	46	13,871	15.7%
Education	4	2,437	32.9%
Entertainment and Recreation	40	35,481	60.6%
Health Care	44	21,284	24.8%
Hotels	46	57,695	43.8%
Information, Finance and Insurance	1	175	0.5%
Manufacturing	39	8,730	11.4%
Other Services	57	17,837	28.0%
Professional and Management	9	644	1.8%
Real Estate	264	206,196	26.1%
Restaurants	95	34,138	39.0%
Retail	38	9,440	24.0%
Transportation and Warehousing	8	1,375	5.5%
Wholesalers	11	4,237	12.3%
	723	\$416,710	25.6%

Tangible Common Equity and Tangible Assets

(\$s in thousands, except per share data)

	As of and for the Years Ended December 31,					
	2015	2016	2017	2018	2019	2020 Q2
Tangible Common Equity						
Total Shareholder's Equity - GAAP	\$ 125,173	\$ 137,616	\$ 184,461	\$ 298,898	\$ 330,126	\$ 336,613
Less: Preferred Equity	22,273	18,950	17,358	9,364	-	-
Less: Goodwill and intangible assets	<u>28,916</u>	<u>28,218</u>	<u>27,631</u>	<u>84,540</u>	<u>83,595</u>	<u>83,135</u>
<i>Tangible common equity</i>	\$ 73,984	\$ 90,448	\$ 139,472	\$ 204,994	\$ 246,531	\$ 253,478
Total Shares Outstanding	7,843,578	8,343,509	10,198,475	15,603,499	16,687,542	16,052,979
<i>Tangible book value per share</i>	\$ 9.43	\$ 10.84	\$ 13.68	\$ 13.14	\$ 14.77	\$ 15.79
Tangible Assets						
Total Assets - GAAP	\$ 1,315,041	\$ 1,377,263	\$ 1,525,857	\$ 2,138,954	\$ 2,309,557	\$ 2,812,153
Less: Goodwill and intangible assets	<u>28,916</u>	<u>28,218</u>	<u>27,631</u>	<u>84,540</u>	<u>83,595</u>	<u>83,135</u>
<i>Tangible assets</i>	\$ 1,286,125	\$ 1,349,045	\$ 1,498,226	\$ 2,054,414	\$ 2,225,962	\$ 2,729,018
<i>Tangible common equity to tangible assets</i>	5.75%	6.70%	9.31%	9.98%	11.08%	9.29%

(\$s in thousands)

	YTD 2018
Adjusted Efficiency ratio	
Noninterest expense - GAAP	\$ 66,679
Acquisition and integration expense	<u>(12,735)</u>
Adjusted noninterest expense	53,944
Net interest income - GAAP	66,107
Effect of tax-exempt income	<u>1,062</u>
Adjusted net interest income	67,169
Noninterest Income - GAAP	18,131
Loss on sales of investment securities, net	<u>413</u>
Adjusted Non-interest Income	18,544
Adjusted total revenue	\$ 85,713
Adjusted Efficiency ratio	62.9%

Non-GAAP Reconciliation

(\$s in thousands, except per share data)

	Actual 2018 GAAP	Merger and one-time items	Adjusted 2018
Net Interest Income	\$66,107	\$0	\$66,107
Provision for Loan Losses	780	0	780
Noninterest Income	18,131	413	18,544
Noninterest Expense	66,679	(12,735)	53,944
Net Income/(Loss)	14,139	11,470	25,609
Net Income Available to Common Shareholders	\$13,180	\$11,470	\$24,650
Diluted Earnings/(Loss) per Common Share	\$1.02	\$0.83	\$1.85
<i>Return on Average Assets (ROAA)</i>	<i>0.81%</i>	<i>0.66%</i>	<i>1.47%</i>
<i>Return on Average Equity (ROAE)</i>	<i>6.50%</i>	<i>5.28%</i>	<i>11.78%</i>



Thank You

