



Investor Presentation Third Quarter 2020

Dennis G. Shaffer - President & Chief Executive Officer

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

NASDAQ: CIVB



Forward-Looking Statements. This presentation may contain forward-looking statements within the meaning of such term in federal securities law. Forward-looking statements express management’s current expectations, forecasts of future events or long-term goals, and may be based upon beliefs, expectations and assumptions of the Company’s management are generally identifiable by the use of words such as “believe,” “expect,” “anticipate,” “plan,” “intend,” “estimate,” “may,” “will,” “would,” “could,” “should” or other similar expressions. All statements in this material speak only as of the date they are made, and we undertake no obligation to update any statement. A number of factor, many of which are beyond the ability of the Company to control or predict, could cause the actual results to differ materially from those in its forward-looking statements. Additional information regarding such risks can be found in public documents on file with the SEC, including those risks identified in “Item 1A. Risk Factors” of Part I of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and any additional risks identified in the Company’s subsequent Form 10-Qs. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

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.”**

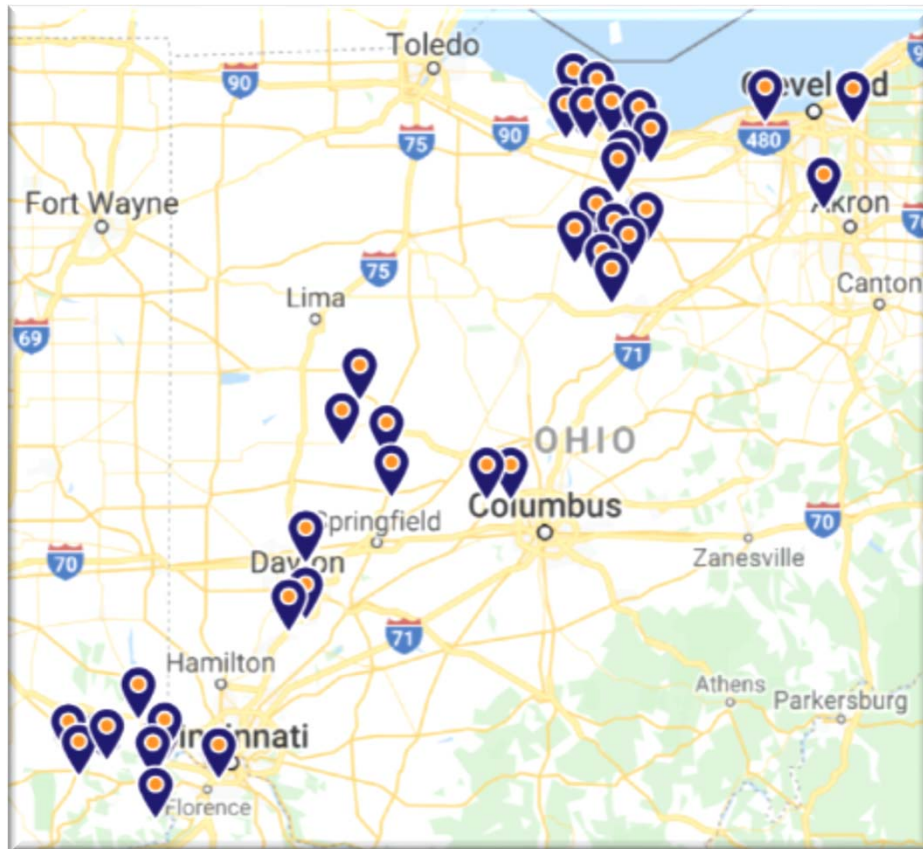
- Additional information can be found at:
 - **www.civb.com**

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 - dgshaffer@civb.com
 - Telephone: 888.645.4121

- 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
- Strong Core Deposit Franchise
- 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

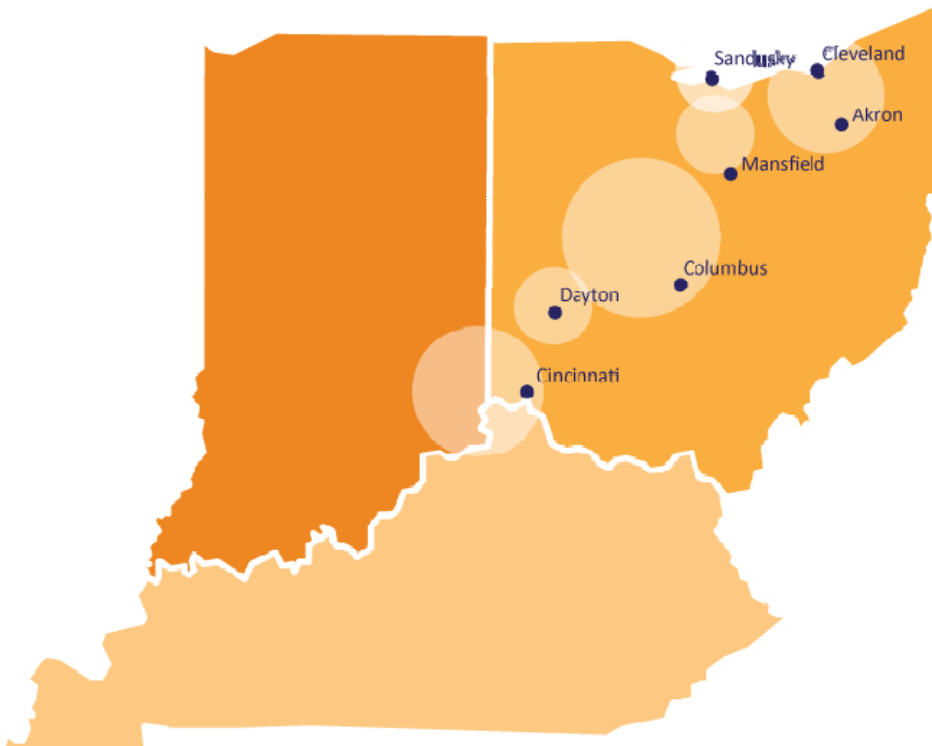
- **Community bank franchise in growth markets with an established operating model**
 - Gather attractive low-cost deposits (35 bps total cost of deposits)
 - Generate loans in select growing markets (operations in the 5 largest MSAs in Ohio)
- **Strong capital position**
- **Disciplined underwriting verified with strong credit quality metrics**
 - Nonaccrual and 90 days Past Due (excluding PCI¹) to Gross Loans of 0.36% as of 9/30/2020
- **Experienced management team with a deep bench**
- **Noninterest income enhanced by multiple revenue streams**
- **Continued strong returns in 2020**
- **Use of LPOs to extend our reach (Westlake, OH and Fort Mitchell, KY)**
- **Member Russell 2000 index**

Branch Footprint



- Headquartered in Sandusky, Ohio
- 35 branches & 2 LPOs (Ohio, Indiana and Kentucky)
- 461 Employees





- **Sandusky/Norwalk/Port Clinton, Ohio**
- 9 Locations
- **\$441 million** in loans
- **\$828 million** in deposits
- #1 deposit market share in Sandusky, Ohio with ~51% market share

- **Cleveland/Akron, Ohio**
- 3 Locations
- **\$585 million** in loans
- **\$96 million** in deposits

- **Columbus & West Central, Ohio**
- 7 Locations
- **\$418 million** in loans
- **\$268 million** in deposits
- 23% deposit market share in the rural markets

- **North Central, Ohio**
- 7 Locations
- **\$69 million** in loans
- **\$202 million** in deposits
- ~34% deposit market share in our markets

- **Southeastern Indiana/Cincinnati, Ohio**
- 9 Locations
- **\$385 million** in loans
- **\$568 million** in deposits
- ~43% deposit market share in our markets

- **Greater Dayton, Ohio**
- 3 Locations
- **\$143 million** in loans
- **\$107 million** in deposits

Experienced Management Team

Dennis G. Shaffer



- CEO & President
- President, Civista Bank
- 35 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

Financial Highlights <i>(\$s in thousands, except per share data)</i>			
	<i>September 30, 2020</i>	<i>December 31, 2019</i>	<i>% Change</i>
Balance Sheet			
Assets	\$2,817,993	\$2,309,557	22.01%
Gross Loans (excluding HFS) ¹	2,040,940	1,708,970	19.43%
Deposits	2,068,769	1,678,764	23.23%
	<i>September 30, 2020</i>	<i>September 30, 2019</i>	<i>% Change</i>
Performance Analysis			
Net Income Available to Common	\$22,019	\$25,548	(13.81%)
ROAA ²	1.08%	1.56%	(30.77%)
ROAE ²	8.80%	11.07%	(20.51%)
Market Data			
Market Capitalization (\$mm)	\$199,637	\$336,234	
Price / Tangible Book Value ³	77.0%	142.3%	
Price/LTM diluted EPS	6.8x	10.9x	

Source: Company Management and SNL Financial.

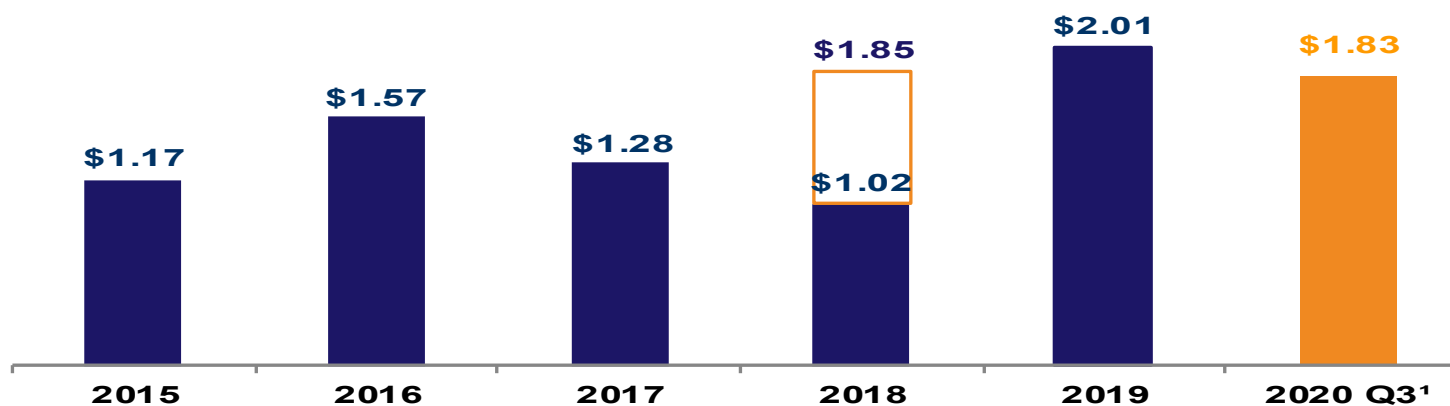
1. Includes \$259.1 million of PPP loans . 2. Reported on an annualized basis. 3. Non-GAAP reconciliation on page 26.

Increasing Shareholder Value

Tangible Book Value per Share²



Diluted EPS³



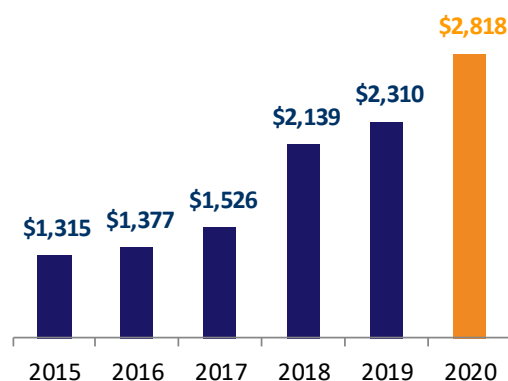
Source: Company management and SNL Financial.

¹ LTM basis ² Non-GAAP reconciliation on page 26 ³ Page 28 shows 2018 ratios adjusted for merger related expenses

- Completed 3 acquisitions since 2007, including the acquisition of United Community Bancorp, which closed September 14, 2018
- Expanded commercial loan growth in Columbus, Cleveland, Akron, Dayton and Cincinnati markets
 - Since year-end 2013, loan portfolios in these markets have increased from \$276 million to \$1 billion through Q3 2020
- Low cost, locally generated deposit base
- Total Asset CAGR 17.4%, Total Gross Loan CAGR 16.2%, Total Deposit CAGR 15.3%

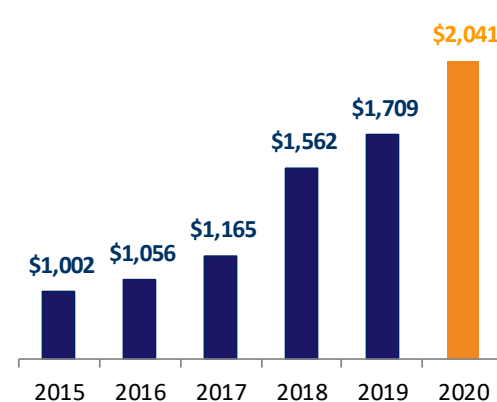
Total Assets

\$ in millions



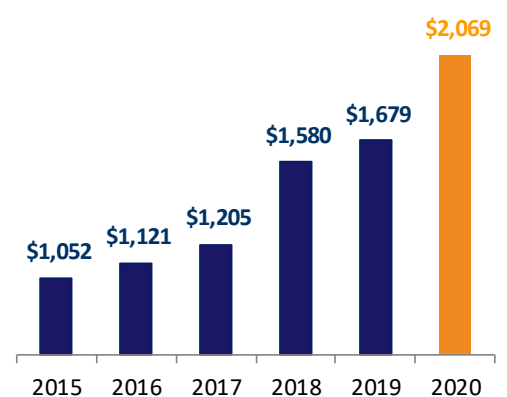
Total Gross Loans¹

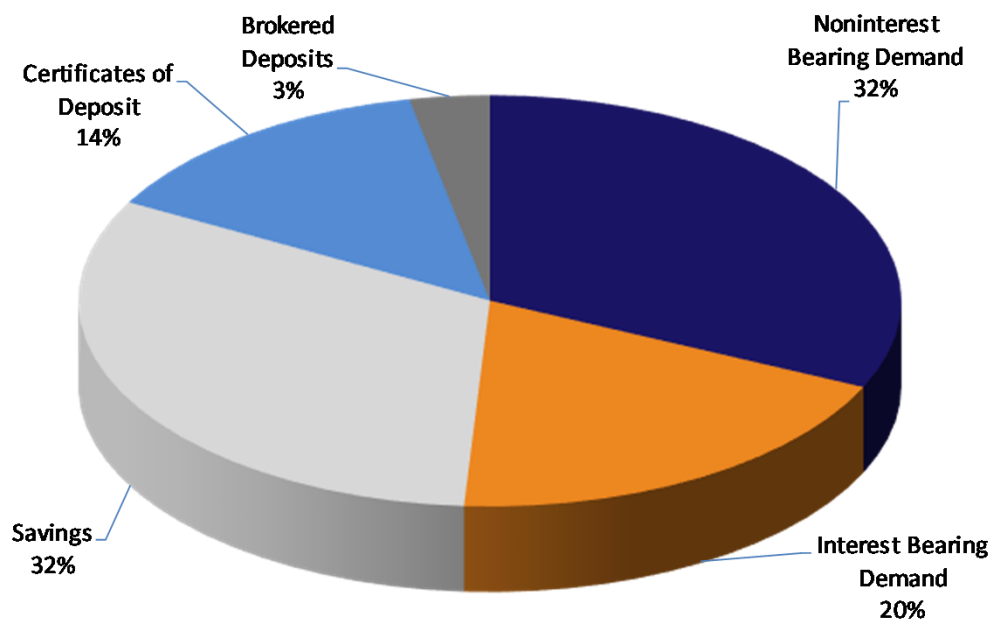
\$ in millions



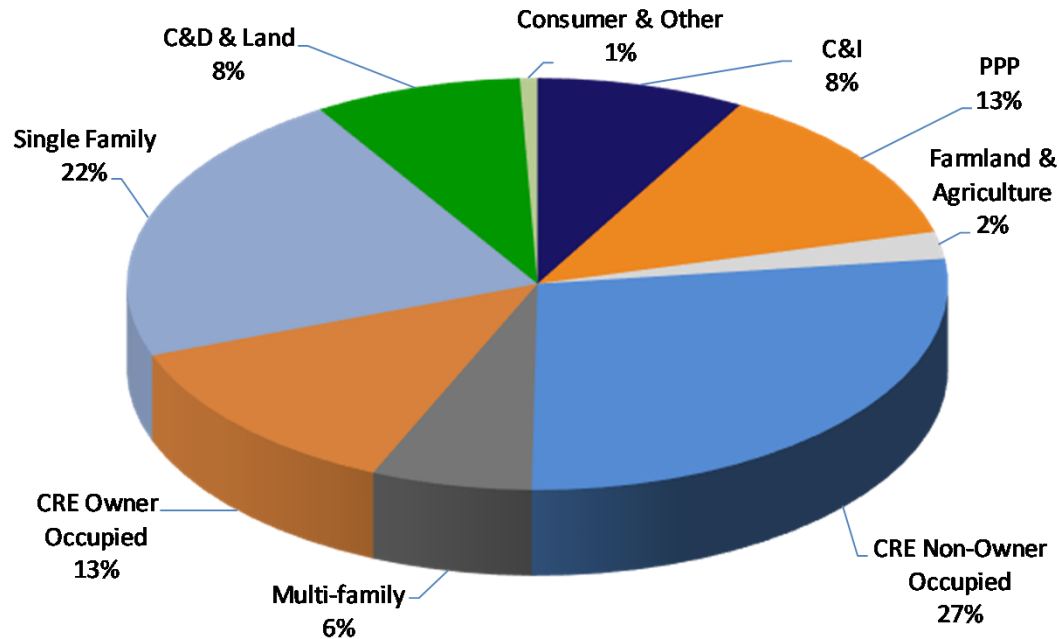
Total Deposits

\$ in millions





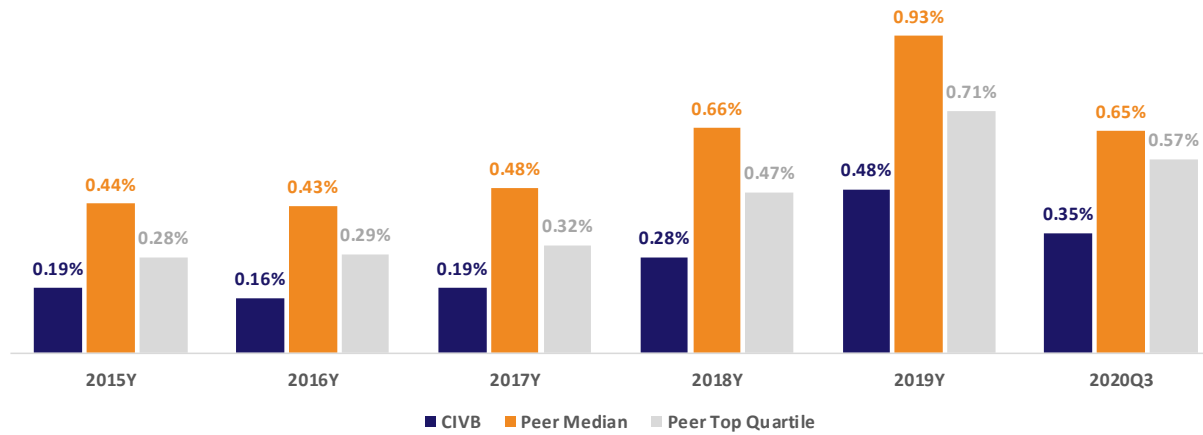
- Total Deposits: \$2.1 billion
- 2020 Total Cost of Deposits: 0.35%
- 32% Noninterest Bearing Demand Deposits split between Commercial (71%) and Retail (29%)
- 2020 Loan/Deposit Ratio: 98.65%



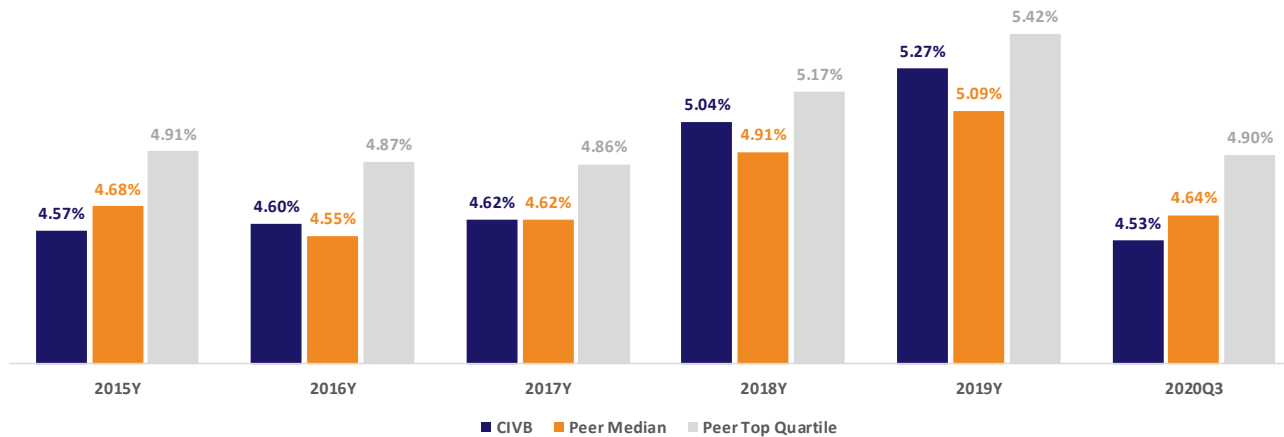
- Total Gross Loans: \$2.0 billion
- 2020 Loan Yield: 4.53%
- Diversified CRE Portfolio¹
 - No Big Box Retail or Energy Exposure
 - Hotel, Restaurant, Entertainment (12%), Retail (19%), Industrial (8%), Office (5%)
- CRE to RBC ratio: 317.8%

1. Hotel, Restaurant, Entertainment, Retail, Industrial and Office Percentages net of PPP loans of \$259.1 million

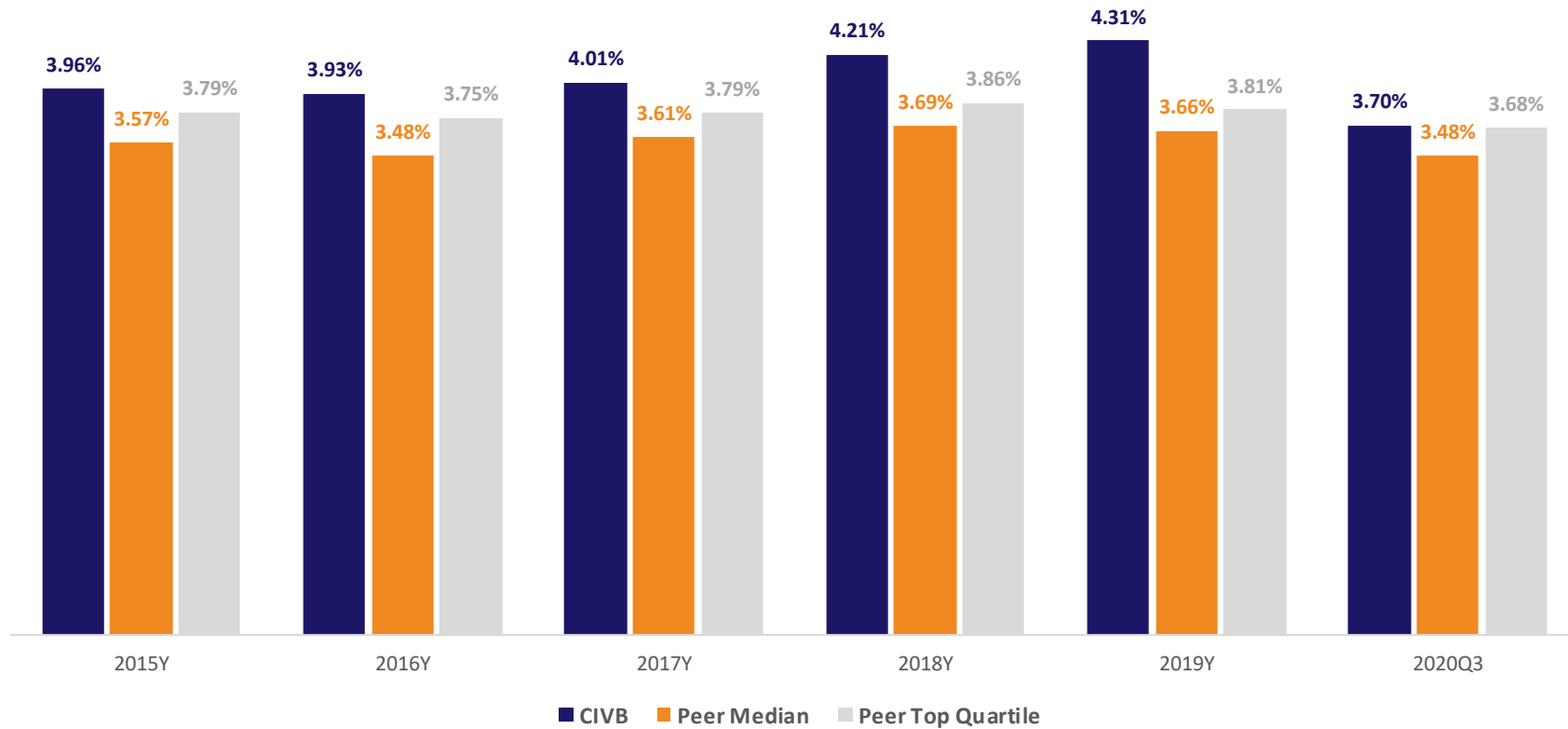
Total Cost of Deposits (%)



Yield on Loans (%)



Source: Company Management and SNL Financial.
 2020 Peer data as of 9/30/2020, or the latest available date.
 Note: Comparable peers include public banks \$1-\$4B in Ohio and +/- 40% CIVB's asset size in contiguous states.



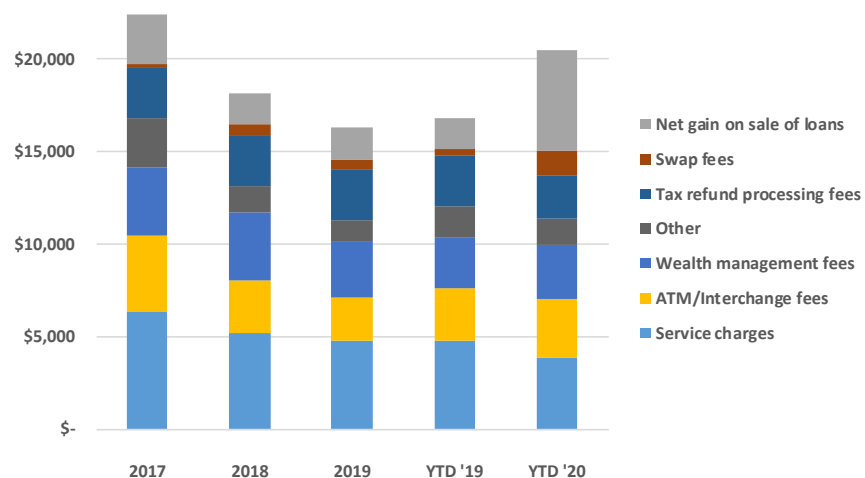
Source: SNL Financial.
 2020 peer data as of 9/30/2020, or the latest available date.
 Note: Comparable peers include public banks \$1-\$4B in Ohio and +/- 40% CIVB's asset size in contiguous states.

Operating Efficiencies

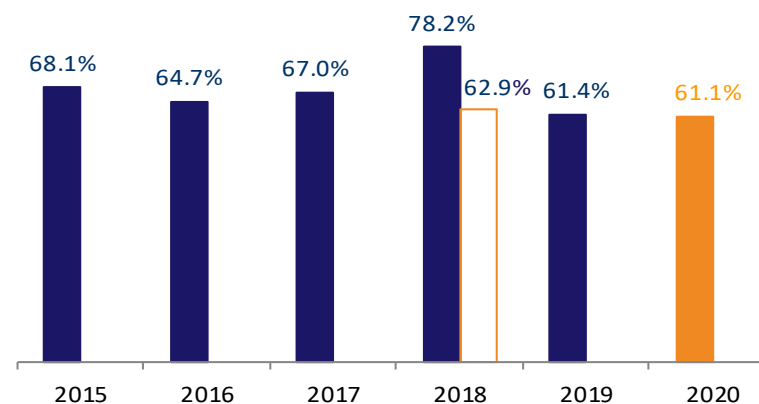
- Fee income platform
 - Service charges on deposit accounts were \$3.8 million YTD 2020 and \$4.7 million YTD 2019
- Mortgage Banking
 - Gain on sale of loans, primarily mortgage loans, was \$5.5 million YTD 2020 and \$1.7 million YTD 2019
- Swap fee income
 - Swap fee income was \$1.3 million YTD 2020 and \$287 thousand YTD 2019
- Tax Refund Processing Platform
 - \$2.4 million YTD 2020 and \$2.8 million YTD 2019
- Continued disciplined approach to controlling noninterest expense
- Near-term focus on review of branch network
- Identified efficiencies invested to enhance digital offerings

Noninterest Income by Category

\$ in millions



Efficiency Ratio¹



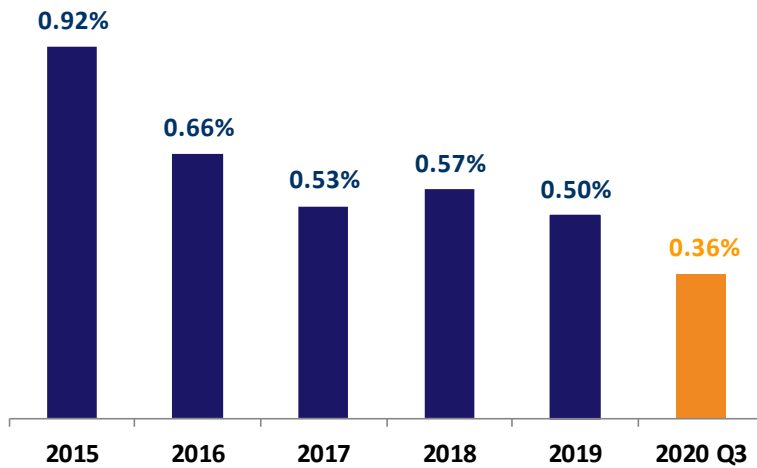
Source: Company Management.

¹Page 27 shows 2018 ratios adjusted for merger related expenses

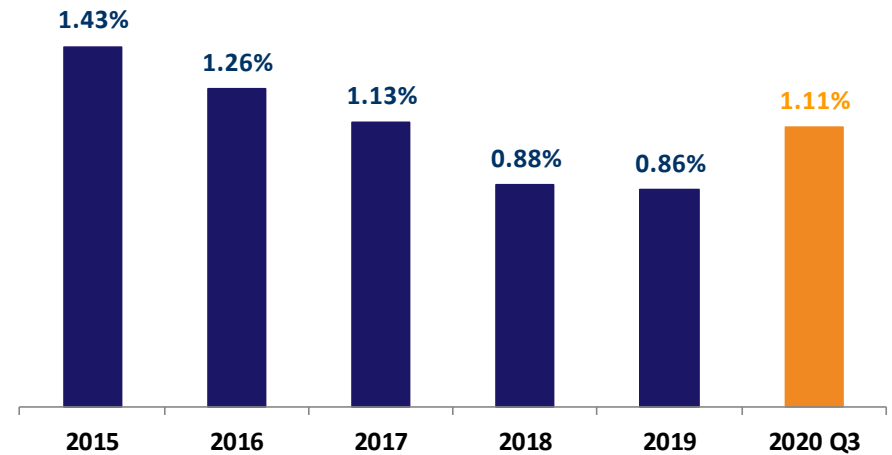
- Enhance utilization of technology to leverage efficiency and improve internal and external customer experience
 - Curbside banking
 - Workflow and electronic storage
 - E-Sign
 - Digital Transformation (in process)
 - Retail
 - Commercial
 - ✓ Improved in-branch and online account opening and online access

- Enhanced fraud monitoring and data protection

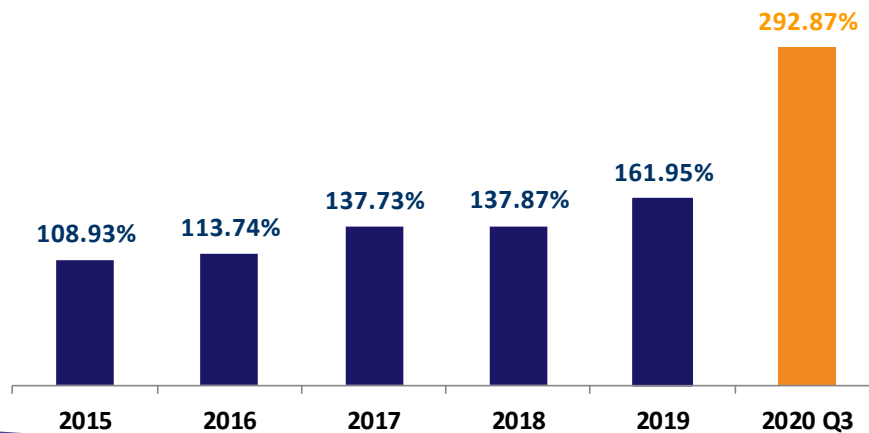
Nonaccrual & 90 days Past Due² / Gross Loans



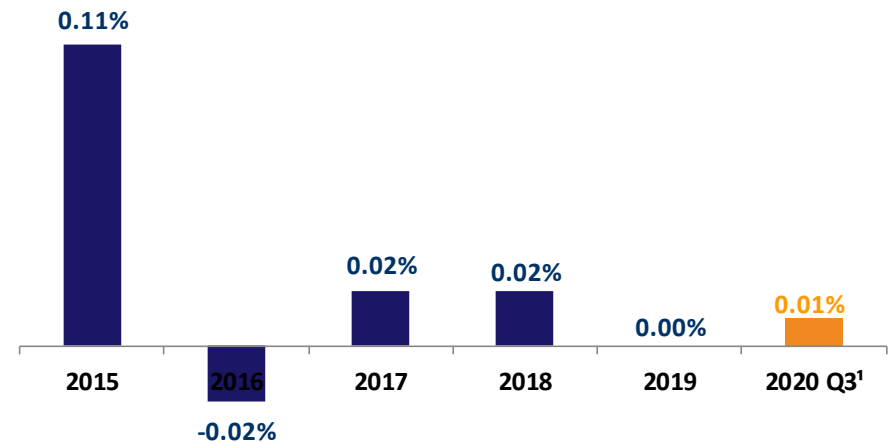
Loan Loss Reserves / Gross Loans



Reserves / NPLs



NCOs / Average Loans

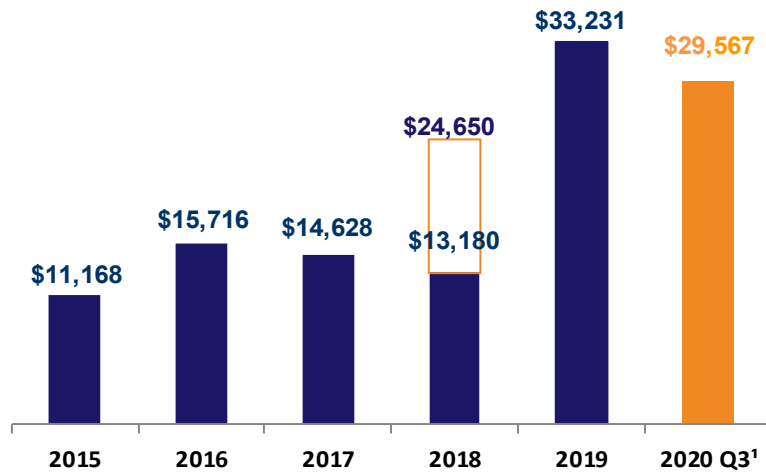


Source: Company Management and SNL Financial.

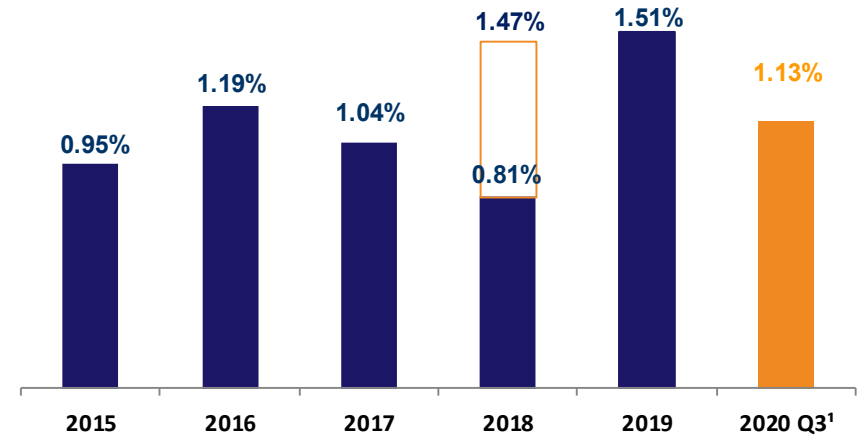
¹ LTM basis ² Excluding PCI (purchased credit impaired loans).

Profitability & Returns Analysis

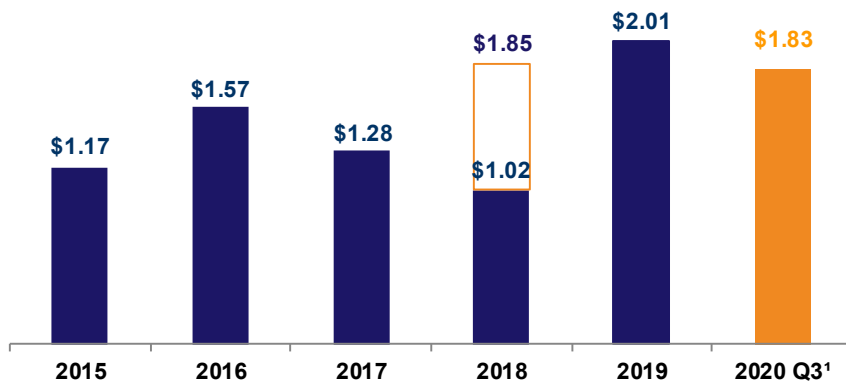
Net Income Available to Common Shareholders²



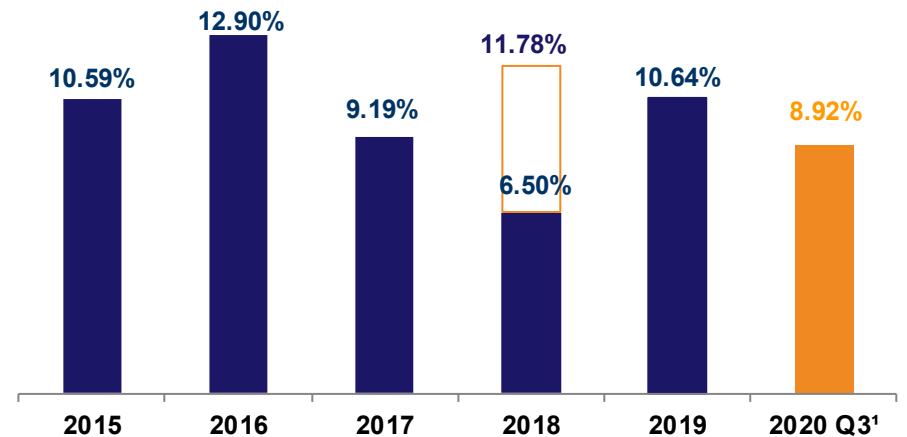
ROAA²



Diluted Earnings per Share²



ROAE²



Source: Company Management and SNL Financial.

¹ LTM basis

² Page 28 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
- Authorized \$13.5 million stock repurchase plan on April 21, 2020. At September 30, 2020, \$12.2 million remains.
- Beginning in Q3 2019, through Q3 2020, 967,700 shares have been repurchased for approximately \$16.6 million at a weighted average price of \$17.13

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

	For the Years Ended December 31,					2020 Q3
	2015	2016	2017	2018	2019	
Total Equity	\$125,173	\$137,616	\$184,461	\$298,898	\$330,126	\$342,055
TCE / TA ¹	5.71%	6.70%	9.31%	9.98%	11.08%	9.47%
ROAE ^{2, 3}	10.59%	12.90%	9.19%	11.78%	10.64%	8.80%

¹ TCE Non-GAAP reconciliation on page 27

² Reported on an annualized basis

³ Page 28 shows 2018 ratios adjusted for merger related expenses

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

	For the Years Ended December 31,					LTM Q3
	2015	2016	2017	2018	2019	2020
Net Interest Income	\$47,392	\$50,259	\$54,502	\$66,107	\$85,100	\$87,418
Provision for Loan Losses	1,200	(1,300)	0	780	1,035	8,747
Noninterest Income	14,278	16,132	16,334	18,131	22,443	26,144
Noninterest Expense	42,944	43,855	48,604	66,679	66,947	70,826
Net Income/(Loss)	12,745	17,217	15,872	14,139	33,878	29,860
Net Income Available to Common Shareholders	\$11,168	\$15,716	\$14,628	\$13,180	\$33,231	\$29,703
Diluted Earnings/(Loss) per Common Share	\$1.17	\$1.57	\$1.28	\$1.02	\$2.01	\$1.83
<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>1.13%</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>8.92%</i>



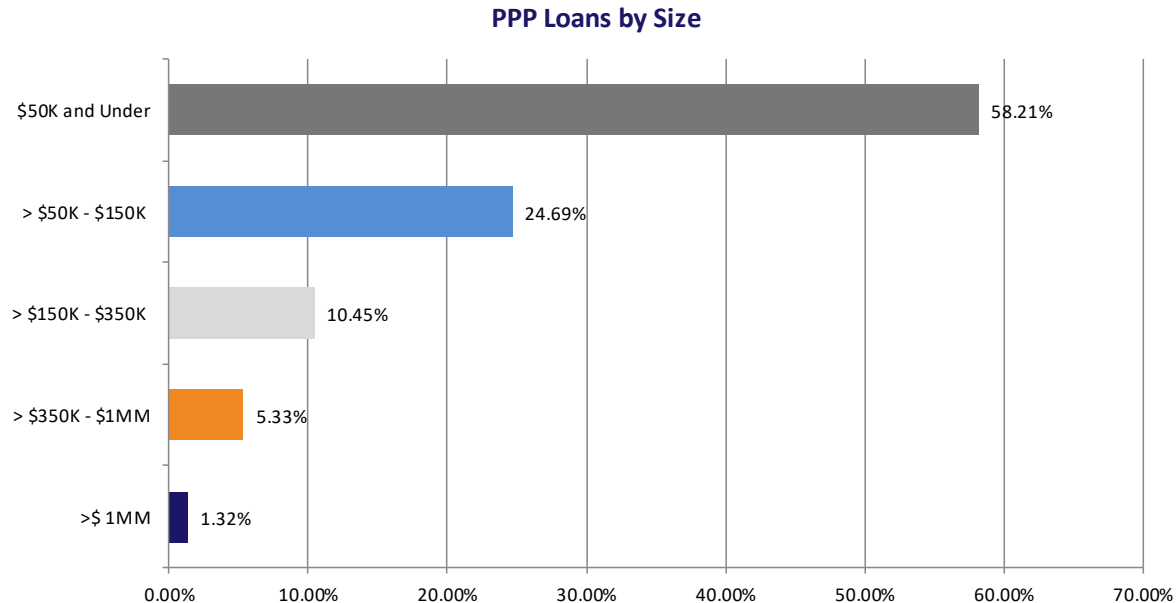
Compelling Investment Opportunity

- Community bank franchise poised for acquisitions and strong core deposit franchise
- Strong capital position
- Strong credit culture and asset quality
- Proven acquirer of choice
 - Completed 3 acquisitions since 2007, including the acquisition of United Community Bancorp, which closed 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 deposit with operations in the 5 largest Ohio MSAs
- Demonstrated strong profitability from 2015 to Q3 2020
 - Net Income CAGR: 22.9%
 - TBV / Share CAGR: 10.7%
 - LTM EPS CAGR: 9.9%

- 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

- \$259.1 million through September 30, 2020
 - Provided assistance to more than 2,300 businesses and their over 36,000 employees
 - Over 2,300 loans, average loan size ~\$110K
 - Over 50% of PPP loans fall within Restaurants, Healthcare, Manufacturing and Construction
 - As of 9/30/20 received \$9.9 million in fees from the SBA to be earned over the life of PPP loans



- During 2020, Civista modified a total of 813 loans totaling \$431.1 million, primarily consisting of the deferral of principal and/or interest payments, under the provisions of the CARES Act. As of September 30, 2020, loans that remain on a CARES Act modification total \$52.2 million.

<i>\$s in thousands</i>			
Loan Category	Balance	Count	% of Loans
			Outstanding
Administration and Support	\$ 201	2	0.01%
Healthcare	10,937	9	0.61%
Hotels	21,863	11	1.23%
Information, Finance and Insurance	696	1	0.04%
Manufacturing	1,014	2	0.06%
Other Services	505	3	0.03%
Professional and Management	78	3	0.00%
Real Estate	9,014	6	0.51%
Restaurants	3,276	4	0.18%
Retail	1,256	3	0.07%
Entertainment and Recreation	3,344	3	0.19%
Total	52,184	47	2.93%
Total Loans Outstanding excluding PPP ¹	1,781,843		

¹ PPP loans for September 30, 2020 totaled \$259,096,870

Tangible Common Equity and Tangible Assets

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

	As of and for the Years Ended December 31,					2020 Q3
	2015	2016	2017	2018	2019	
Tangible Common Equity						
Total Shareholder's Equity - GAAP	\$ 125,173	\$ 137,616	\$ 184,461	\$ 298,898	\$ 330,126	\$ 342,055
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>82,907</u>
<i>Tangible common equity</i>	\$ 73,984	\$ 90,448	\$ 139,472	\$ 204,994	\$ 246,531	\$ 259,148
Total Shares Outstanding	7,843,578	8,343,509	10,198,475	15,603,499	16,687,542	15,945,479
<i>Tangible book value per share</i>	\$ 9.43	\$ 10.84	\$ 13.68	\$ 13.14	\$ 14.77	\$ 16.25
Tangible Assets						
Total Assets - GAAP	\$ 1,315,041	\$ 1,377,263	\$ 1,525,857	\$ 2,138,954	\$ 2,309,557	\$ 2,817,993
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>82,907</u>
<i>Tangible assets</i>	\$ 1,286,125	\$ 1,349,045	\$ 1,498,226	\$ 2,054,414	\$ 2,225,962	\$ 2,735,086
<i>Tangible common equity to tangible assets</i>	5.75%	6.70%	9.31%	9.98%	11.08%	9.47%

(\$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

