# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# FORM 10-Q

**☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended - September 30, 2025**

**OR**

**☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission File Number: 001-36192**

# Civista Bancshares, Inc.

**(Exact name of registrant as specified in its charter)**

| **Ohio** | **34-1558688** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **100 East Water Street, Sandusky, Ohio** | **44870** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**Registrant's telephone number, including area code: (419) 625-4121**

**N/A**

**(Former name, former address and former fiscal year, if changed since last report)**

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common | CIVB | NASDAQ Capital Market |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ☐ | Accelerated filer | ☒ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |
| Emerging growth company | ☐ | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common Shares, no par value, outstanding at November 1, 2025—19,312,879 shares

CIVISTA BANCSHARES, INC.
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Part I – Financial Information

**ITEM 1. Financial Statements**

CIVISTA BANCSHARES, INC.
Consolidated Balance Sheets
(In thousands, except share data)

| | September 30, 2025 (Unaudited) | December 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| Cash and due from financial institutions | $ 62,766 | $ 63,155 |
| Investments in time deposits | 735 | 1,450 |
| Securities available-for-sale | 654,616 | 648,067 |
| Equity securities | 2,573 | 2,421 |
| Loans held for sale | 8,012 | 665 |
| Loans, net of allowance for credit losses of $40,254 and $39,669 | 3,055,740 | 3,041,561 |
| Other securities | 27,901 | 30,352 |
| Premises and equipment, net | 40,910 | 47,166 |
| Accrued interest receivable | 14,070 | 13,453 |
| Goodwill | 125,520 | 125,520 |
| Other intangible assets, net | 6,756 | 7,883 |
| Bank owned life insurance | 62,756 | 62,783 |
| Swap assets | 3,684 | 5,308 |
| Deferred taxes | 19,503 | 21,681 |
| Other assets | 27,792 | 27,004 |
| Total assets | $ 4,113,334 | $ 4,098,469 |
| **LIABILITIES** | | |
| Deposits | | |
| Noninterest-bearing | $ 651,934 | $ 695,094 |
| Interest-bearing | 2,578,529 | 2,516,776 |
| Total deposits | 3,230,463 | 3,211,870 |
| Short-term Federal Home Loan Bank advances | 232,000 | 339,000 |
| Long-term Federal Home Loan Bank advances | 970 | 1,501 |
| Subordinated debentures | 104,213 | 104,089 |
| Other borrowings | 4,699 | 6,293 |
| Swap liabilities | 6,222 | 11,638 |
| Accrued expenses and other liabilities | 35,739 | 35,576 |
| Total liabilities | 3,614,306 | 3,709,967 |
| **SHAREHOLDERS' EQUITY** | | |
| Common shares, no par value, 40,000,000 shares authorized, 23,173,796 shares issued at September 30, 2025 and 19,340,021 shares issued at December 31, 2024, including Treasury shares | 388,458 | 312,037 |
| Retained earnings | 230,798 | 205,408 |
| Treasury shares, 3,861,070 common shares at September 30, 2025 and 3,852,354 common shares at December 31, 2024, at cost | (75,760) | (75,586) |
| Accumulated other comprehensive loss | (44,468) | (53,357) |
| Total shareholders' equity | 499,028 | 388,502 |
| Total liabilities and shareholders' equity | $ 4,113,334 | $ 4,098,469 |

See notes to interim unaudited consolidated financial statements

CIVISTA BANCSHARES, INC.
Consolidated Statements of Operations (Unaudited)
(In thousands, except per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Interest and dividend income | | | | |
| Loans, including fees | $ 48,718 | $ 46,898 | $ 146,336 | $ 136,328 |
| Taxable securities | 3,922 | 3,258 | 11,228 | 9,262 |
| Tax-exempt securities | 2,324 | 2,369 | 7,002 | 7,116 |
| Deposits in other banks | 276 | 216 | 678 | 756 |
| Total interest and dividend income | 55,240 | 52,741 | 165,244 | 153,462 |
| Interest expense | | | | |
| Deposits | 16,347 | 16,926 | 47,621 | 48,418 |
| Federal Home Loan Bank advances | 3,070 | 5,338 | 11,619 | 15,956 |
| Subordinated debentures | 1,170 | 1,244 | 3,496 | 3,732 |
| Other borrowings | 108 | — | 376 | — |
| Total interest expense | 20,695 | 23,508 | 63,112 | 68,106 |
| Net interest income | 34,545 | 29,233 | 102,132 | 85,356 |
| Provision for credit losses - loans | 378 | 1,346 | 2,797 | 5,188 |
| Provision for (recovery of) credit losses - off-balance sheet credit exposures | (178) | (325) | (5) | (520) |
| Net interest income after provision | 34,345 | 28,212 | 99,340 | 80,688 |
| Noninterest income | | | | |
| Service charges | 1,667 | 1,595 | 4,756 | 4,523 |
| Net gain (loss) on equity securities | 255 | 223 | 152 | 156 |
| Net gain on sale of loans and leases | 1,450 | 1,427 | 2,895 | 3,179 |
| ATM/Interchange fees | 1,435 | 1,402 | 4,179 | 4,201 |
| Wealth management fees | 1,402 | 1,443 | 4,067 | 4,055 |
| Lease revenue and residual income | 1,934 | 2,428 | 4,356 | 7,630 |
| Bank owned life insurance | 666 | 717 | 1,438 | 1,434 |
| Swap fees | — | 43 | 125 | 165 |
| Other | 824 | 821 | 2,114 | 3,390 |
| Total noninterest income | 9,633 | 10,099 | 24,082 | 28,733 |
| Noninterest expense | | | | |
| Compensation expense | 15,161 | 15,726 | 44,216 | 46,922 |
| Net occupancy expense | 1,466 | 1,293 | 4,519 | 3,959 |
| Contracted data processing | 559 | 636 | 1,662 | 1,740 |
| FDIC assessment | 627 | 560 | 2,189 | 1,592 |
| State franchise tax | 536 | 480 | 1,696 | 1,444 |
| Professional services | 1,225 | 1,134 | 5,113 | 3,532 |
| Equipment expense | 2,205 | 2,345 | 6,072 | 7,314 |
| ATM/Interchange expense | 755 | 616 | 2,018 | 1,873 |
| Marketing | 391 | 716 | 976 | 1,640 |
| Amortization of core deposit intangibles | 318 | 363 | 988 | 1,120 |
| Software maintenance expense | 1,480 | 1,203 | 4,051 | 3,568 |
| Other operating expenses | 3,604 | 3,323 | 9,435 | 9,521 |
| Total noninterest expense | 28,327 | 28,395 | 82,935 | 84,225 |
| Income before taxes | 15,651 | 9,917 | 40,487 | 25,196 |
| Income tax expense | 2,891 | 1,551 | 6,544 | 3,406 |
| Net Income | $ 12,760 | $ 8,366 | $ 33,943 | $ 21,790 |
| Earnings per common share, basic | $ 0.68 | $ 0.53 | $ 2.04 | $ 1.39 |
| Earnings per common share, diluted | $ 0.68 | $ 0.53 | $ 2.04 | $ 1.39 |

See notes to interim unaudited consolidated financial statements

CIVISTA BANCSHARES, INC.
Consolidated Statements of Comprehensive Income (Unaudited)
(In thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Net income | $ 12,760 | $ 8,366 | $ 33,943 | $ 21,790 |
| Other comprehensive income (loss): | | | | |
| Unrealized holding gains (losses) on available-for-sale securities | 12,055 | 18,354 | 10,994 | 9,743 |
| Tax effect | (2,555) | (3,932) | (2,369) | (2,124) |
| Unrealized holding gains (losses) on balance sheet swap | 52 | — | 52 | — |
| Tax effect | — | — | — | — |
| Reclassification of gains recognized in net income | — | — | — | — |
| Tax effect | — | — | — | — |
| Pension liability adjustment | — | — | 268 | — |
| Tax effect | — | — | (56) | — |
| Total other comprehensive income (loss) | 9,552 | 14,422 | 8,889 | 7,619 |
| Comprehensive income | $ 22,312 | $ 22,788 | $ 42,832 | $ 29,409 |

See notes to interim unaudited consolidated financial statements

CIVISTA BANCSHARES, INC.
Consolidated Statement of Changes in Shareholders' Equity (Unaudited)
(In thousands, except share data)

| | Common Shares | | Retained Earnings | Treasury Shares | Accumulated Other Comprehensive Loss | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| | Outstanding Shares | Amount | | | | |
| Balance, June 30, 2025 | 15,529,342 | $ 312,589 | $ 221,321 | $ (75,753) | $ (54,020) | $ 404,137 |
| Net Income | — | — | 12,760 | — | — | 12,760 |
| Other comprehensive income | — | — | — | — | 9,552 | 9,552 |
| Stock-based compensation | (4,320) | 203 | — | — | — | 203 |
| Stock issued for capital offering | 3,788,238 | 75,666 | | | | 75,666 |
| Common stock dividends ($0.17 per share) | — | — | (3,283) | — | — | (3,283) |
| Purchase of common stock | (534) | — | — | (7) | — | (7) |
| Balance, September 30, 2025 | 19,312,726 | $ 388,458 | $ 230,798 | $ (75,760) | $ (44,468) | $ 499,028 |

| | Common Shares | | Retained Earnings | Treasury Shares | Accumulated Other Comprehensive Loss | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| | Outstanding Shares | Amount | | | | |
| Balance, June 30, 2024 | 15,737,222 | $ 311,529 | $ 192,186 | $ (75,574) | $ (54,333) | $ 373,808 |
| Net Income | — | — | 8,366 | — | — | 8,366 |
| Other comprehensive income | — | — | — | — | 14,422 | 14,422 |
| Stock-based compensation | — | 372 | — | — | — | 372 |
| Common stock dividends ($0.16 per share) | — | — | (2,518) | — | — | (2,518) |
| Purchase of common stock | (694) | — | — | (12) | — | (12) |
| Balance, September 30, 2024 | 15,736,528 | $ 311,901 | $ 198,034 | $ (75,586) | $ (39,911) | $ 394,438 |

See notes to interim unaudited consolidated financial statements

| | Common Shares | | | | Accumulated Other Comprehensive Loss | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| | Outstanding Shares | Amount | Retained Earnings | Treasury Shares | | |
| Balance, December 31, 2024 | 15,487,667 | $ 312,037 | $ 205,408 | $ (75,586) | $ (53,357) | $ 388,502 |
| Net Income | — | — | 33,943 | — | — | 33,943 |
| Other comprehensive income | — | — | — | — | 8,889 | 8,889 |
| Stock-based compensation | 45,537 | 755 | — | — | — | 755 |
| Stock issued for capital offering | 3,788,238 | 75,666 | | | | 75,666 |
| Common stock dividends ($0.51 per share) | — | — | (8,553) | — | — | (8,553) |
| Purchase of common stock | (8,716) | — | — | (174) | — | (174) |
| Balance, September 30, 2025 | 19,312,726 | $ 388,458 | $ 230,798 | $ (75,760) | $ (44,468) | $ 499,028 |

| | Common Shares | | | | Accumulated Other Comprehensive Loss | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| | Outstanding Shares | Amount | Retained Earnings | Treasury Shares | | |
| Balance, December 31, 2023 | 15,695,424 | $ 311,166 | $ 183,788 | $ (75,422) | $ (47,530) | $ 372,002 |
| Net Income | — | — | 21,790 | — | — | 21,790 |
| Other comprehensive income | — | — | — | — | 7,619 | 7,619 |
| Stock-based compensation | 50,060 | 735 | — | — | — | 735 |
| Common stock dividends ($0.48 per share) | — | — | (7,544) | — | — | (7,544) |
| Purchase of common stock | (8,956) | — | — | (164) | — | (164) |
| Balance, September 30, 2024 | 15,736,528 | $ 311,901 | $ 198,034 | $ (75,586) | $ (39,911) | $ 394,438 |

See notes to interim unaudited consolidated financial statements

CIVISTA BANCSHARES, INC.
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2025 | 2024 |
| Net cash provided by operating activities | $ 33,661 | $ 25,850 |
| Cash flows used for investing activities: | | |
| Maturities, paydowns, calls and purchases of investments in time securities | 715 | (225) |
| Maturities, paydowns and calls of securities, available-for-sale | 58,758 | 16,264 |
| Purchases of securities, available-for-sale | (59,576) | (15,965) |
| Purchase of other securities | (11,459) | (9,584) |
| Redemption of other securities | 13,910 | 6,949 |
| Purchase of bank owned life insurance | — | (1,315) |
| Proceeds from bank owned life insurance | 1,193 | — |
| Net change in loans | (13,975) | (183,334) |
| Proceeds from sale of premises and equipment | 913 | — |
| Purchases of premises and equipment | (936) | (93) |
| Net cash used for investing activities | (10,457) | (187,303) |
| Cash flows from financing activities: | | |
| Repayment of long-term FHLB advances | (531) | (794) |
| Net change in short-term FHLB advances | (107,000) | (50,953) |
| Repayment of other borrowings | (1,594) | (3,540) |
| Increase in deposits | 18,593 | 238,704 |
| Net proceeds from common stock issuance | 75,666 | — |
| Purchase of treasury shares | (174) | (164) |
| Common stock dividends paid | (8,553) | (7,544) |
| Net cash (used)/provided by financing activities | (23,593) | 175,709 |
| (Decrease)/increase in cash and cash equivalents | (389) | 14,256 |
| Cash and cash equivalents at beginning of period | 63,155 | 60,406 |
| Cash and cash equivalents at end of period | $ 62,766 | $ 74,662 |
| Cash paid during the period for: | | |
| Interest | $ 63,539 | $ 61,808 |
| Income taxes | 7,362 | 4,865 |
| Supplemental cash flow information: | | |
| Transfer of loans from portfolio to other real estate owned | 209 | — |
| Change in fair value of swap asset | 5,364 | 4,285 |
| Change in fair value of swap liability | (5,416) | (4,285) |

See notes to interim unaudited consolidated financial statements

**(1) Consolidated Financial Statements**

Nature of Operations and Principles of Consolidation: Civista Bancshares, Inc. ("CBI") is an Ohio corporation and a registered financial holding company. The Consolidated Financial Statements include the accounts of CBI and its wholly-owned direct and indirect subsidiaries: Civista Bank ("Civista"), First Citizens Insurance Agency, Inc. ("FCIA"), Water Street Properties, Inc. ("WSP"), CIVB Risk Management, Inc. ("CRMI") and First Citizens Investments, Inc. ("FCI"). The above companies together are sometimes referred to as the "Company". Intercompany balances and transactions are eliminated in consolidation. Management considers the Company to operate primarily in one reportable segment, banking.

Civista provides financial services through its offices in the Ohio counties of Erie, Crawford, Champaign, Cuyahoga, Franklin, Logan, Summit, Huron, Ottawa, Madison, Montgomery, Henry, Wood, and Richland, in the Indiana counties of Dearborn and Ripley, and in the Kentucky county of Kenton. Its primary deposit products are checking, savings, and term certificate accounts, and its primary lending products are residential mortgage, commercial, and installment loans. Substantially all loans are secured by specific items of collateral including business assets, consumer assets and commercial and residential real estate. Commercial loans are expected to be repaid from cash flow from operations of businesses. There are no significant concentrations of loans to any one industry or customer. However, our customers' ability to repay their loans is dependent on the real estate and general economic conditions in the area. Other financial instruments that potentially represent concentrations of credit risk include deposit accounts in other financial institutions.

Civista Leasing and Finance ("CLF"), formerly known as Vision Financial Group, Inc. ("VFG"), was acquired in the fourth quarter of 2022 as a wholly-owned subsidiary of Civista. As of August 31, 2023, VFG was merged into Civista and now operates as a full-service equipment leasing and financing division of Civista. The operations of CLF are headquartered in Pittsburgh, Pennsylvania.

FCIA is wholly-owned by CBI and was formed to allow CBI and its subsidiaries to participate in commission revenue generated through CBI's third-party insurance agreement. FCIA revenue was less than 1% of total revenue for each of the quarters ended September 30, 2025 and 2024. WSP is wholly-owned by CBI and was formed to hold properties repossessed by CBI subsidiaries. WSP revenue was less than 1% of total revenue for each of the quarters ended September 30, 2025 and 2024. CRMI is a captive insurance company that is wholly-owned by CBI and was formed in 2017 to provide property and casualty insurance coverage to CBI and its subsidiaries for which insurance may not be currently available or economically feasible in the insurance marketplace. CRMI revenue was less than 1% of total revenue for each of the quarters ended September 30, 2025 and 2024. FCI is wholly-owned by Civista and holds and manages its securities portfolio. The operations of FCI are located in Wilmington, Delaware.

*Agreement and Plan of Merger with The Farmers Savings Bank*

On July 10, 2025, CBI and Civista entered into an Agreement and Plan of Merger (the "Merger Agreement") with The Farmers Savings Bank, an Ohio-chartered bank headquartered in Spencer, Ohio ("Farmers"). Upon the terms and subject to the conditions of the Merger Agreement, at the effective time of the merger (the "Effective Time"), Farmers will merge with and into Civista, with Civista being the surviving bank in the merger (the "FSB Merger"). The acquisition of Farmers will add two branches in Medina and Lorain Counties in Northeast Ohio. As of September 30, 2025, Farmers reported total assets of $293 million, net loans of $106 million, and total deposits of $236 million.

Under the terms and subject to the conditions of the Merger Agreement, which has been unanimously approved by the Boards of Directors of both companies, CBI agreed to pay $34.925 million in cash and issue 1,434,491 common shares, in aggregate, for all of the outstanding Farmers shares, subject to potential adjustment based on Farmers' equity prior to closing being $56.0 million. This implies an aggregate deal value of approximately $66.7 million based on the closing price of CBI's common shares on October 24, 2025 of $22.18.

Civista has received all required regulatory approvals for the FSB merger, which is expected to close in November 2025, pending approval by Farmer's shareholders and satisfaction of other customary closing conditions.

*Offering of Common Shares*

On July 10, 2025, CBI announced an underwritten public offering of up to a maximum of 3,788,238 of its common shares. CBI subsequently closed on the sale of 3,294,120 common shares on July 14, 2025, and the sale of an additional 494,118 common shares on July 16, 2025 pursuant to the underwriters' exercise of their overallotment option, at the public offering price of $21.25 per share. The aggregate net proceeds from the Offering to CBI were approximately $75.7 million, after deducting $608 of direct expenses and the underwriting discount of $4.2 million. As of September 30, 2025, the net proceeds from the offering was used to pay-down short-term

FHLB advances, but the long-term strategic plan is to use the net proceeds for general corporate purposes, which may include supporting organic growth opportunities and future strategic transactions.

The accompanying Unaudited Consolidated Financial Statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the Company's financial position as of September 30, 2025 and its results of operations and changes in cash flows for the periods ended September 30, 2025 and 2024 have been made. The results of operations for the three and nine months ended September 30, 2025 are not necessarily indicative of the operating results for the full year. Reference is made to the accounting policies of the Company described in the notes to the Audited Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024. The Company has consistently followed these policies in preparing this Quarterly Report on Form 10-Q, with the additions made to the accounting policy for derivatives to address derivatives designated as hedges, as described in Note 14.

**(2) Significant Accounting Policies**

Use of Estimates: To prepare financial statements in conformity with GAAP, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and future results could differ. The allowance for credit losses, determination of goodwill impairment, and fair value measurements of financial instruments are considered material estimates that are particularly susceptible to significant change in the near term.

Revisions: The Company has voluntarily revised amounts reported in a previously issued financial statement to correct one immaterial error. Certain prior year amounts have been reclassified between non-interest income and non-interest expense for the first, second, and third quarters of 2024 to correct the presentation of certain intercompany amounts. The immaterial error was fully corrected as of the nine months ended September 30, 2025. These revisions had no impact to the Company's net income.

Recently Adopted and Newly Issued but Not Yet Effective Accounting Standards:

In November 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.* The amendments in this ASU apply to all public entities that are required to report segment information in accordance with FASB ASC Topic 280, *Segment Reporting*. The amendments in this ASU are intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. The amendments require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss. Public entities are required to disclose, on an annual and interim basis, an amount for other segment items by reportable segment and a description of its composition. In addition, public entities must provide all annual disclosures about a reportable segment's profit or loss and assets currently required by FASB ASC Topic 280, *Segment Reporting*, in interim periods. The amendments clarify that if the CODM uses more than one measure of a segment's profit or loss in assessing segment performance and deciding how to allocate resources, a public entity may report one or more of those additional measures of segment profit. However, at least one of the reported segment profit or loss measures (or the single reported measure, if only one is disclosed) should be the measure that is most consistent with the measurement principles used in measuring the corresponding amounts in the public entity's consolidated financial statements. The amendments require that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. Finally, the amendments require that a public entity that has a single reportable segment provide all the disclosures required by the amendments in the ASU and all existing segment disclosures in ASC Topic 280. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply the amendments retrospectively to all prior periods presented in the financial statements. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company adopted ASU 2023-07 in 2024 with little impact as currently, the Company's financial service operations are considered by management to be aggregated in one reportable segment.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures.* The amendments in this ASU require that public business entities on an annual basis (a) disclose specific categories in the rate reconciliation and (b) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5% of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate). The amendments in this ASU also require that all entities disclose on an annual basis the amount of income taxes paid (net of refunds

received) disaggregated by federal (national), state, and foreign taxes, and the amount of income taxes paid (net of refunds received) disaggregated by individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5% of total income taxes paid (net of refunds received). The amendments require that all entities disclose income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign and income tax expense (or benefit) from continuing operations disaggregated by federal (national), state, and foreign. ASU 2023-09 is effective for public business entities for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The amendments should be applied on a prospective basis. Retrospective application is permitted. The impact of ASU 2023-09 is not expected to be material to the Company's Consolidated Financial Statements.

In March 2024, the FASB issued ASU 2024-01, *Compensation - Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards.* The amendments clarify how an entity determines whether a profits interest or similar award is (i) within scope of Compensation - Stock Compensation (Topic 718) or (ii) not a share-based payment arrangement and therefore within the scope of other guidance. The amendments are effective for fiscal years beginning after December 15, 2024. The impact of ASU 2024-01 is not expected to be material to the Company's Consolidated Financial Statements.

In November 2024, the FASB issued ASU 2024-03: *Income Statement-Reporting Comprehensive Income Expense Disaggregation Disclosures* (Subtopic 220-40): Disaggregation of Income Statement Expenses. This ASU requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. This ASU does not change the expense captions an entity presents on the face its income statement. ASU 2024-03 can be applied prospectively, and it is effective for annual periods beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption and retrospective applications are permitted. The Company is currently evaluating the impact of ASU 2024-03 on its Consolidated Financial Statements.

In May 2025, the FASB issued ASU 2025-03, *Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity ("VIE").* The ASU revises the guidance in ASC 805 to clarify that, in determining the accounting acquirer in "a business combination that is effected primarily by exchanging equity interests in which a VIE is acquired," an entity would be required to consider the factors in ASC 805-10-55-12 through 55-15. Previously, the accounting acquirer in such transactions was always the primary beneficiary. The amendments in this ASU are effective for fiscal years beginning after December 15, 2026, including interim periods within those fiscal reporting periods. Early adoption is permitted as of the beginning of an interim or fiscal reporting period. The Company is currently evaluating the impact of ASU 2025-03, but it is not expected to have a material impact on its Consolidated Financial Statements.

**(3) Securities**

The amortized cost and fair market value of available-for-sale securities and the related gross unrealized gains and losses recognized were as follows:

| September 30, 2025 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| U.S. Treasury securities and obligations of U.S. government agencies | $ 67,035 | $ 238 | $ (1,527) | $ 65,746 |
| Obligations of states and political subdivisions | 346,530 | 547 | (25,471) | 321,606 |
| Mortgage-backed securities in government sponsored entities | 292,048 | 436 | (25,220) | 267,264 |
| Total debt securities [1] | $ 705,613 | $ 1,221 | $ (52,218) | $ 654,616 |

| December 31, 2024 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| U.S. Treasury securities and obligations of U.S. government agencies | $ 100,378 | $ 303 | $ (3,294) | $ 97,387 |
| Obligations of states and political subdivisions | 351,635 | 482 | (26,998) | 325,119 |
| Mortgage-backed securities in government sponsored entities | 258,045 | 97 | (32,581) | 225,561 |
| Total debt securities [1] | $ 710,058 | $ 882 | $ (62,873) | $ 648,067 |

(1) Excludes accrued interest receivable on securities of $3,755 and $4,351 at September 30, 2025 and December 31, 2024, respectively, that is recorded in Accrued interest receivable on the Consolidated Balance Sheets.

The amortized cost and fair value of debt securities at September 30, 2025, by contractual maturity, is shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. Securities not due at a single maturity date, primarily mortgage-backed securities, are shown separately.

| Available for sale | Amortized Cost | Fair Value |
|---|---|---|
| Due in one year or less | $ 30,107 | $ 29,753 |
| Due after one year through five years | 63,042 | 60,790 |
| Due after five years through ten years | 59,369 | 59,031 |
| Due after ten years | 261,047 | 237,778 |
| Mortgage-backed securities | 292,048 | 267,264 |
| Total securities available-for-sale | $ 705,613 | $ 654,616 |

There were no proceeds from sales of debt securities available-for-sale, gross realized gains or gross realized losses for the three and nine months ended September 30, 2025 or September 30, 2024.

Securities are pledged by the Company from time to time to secure public deposits, other deposits and liabilities as required by law. The carrying value of pledged securities was approximately $235,206 and $206,600 as of September 30, 2025 and December 31, 2024, respectively.

The following tables show the fair value and gross unrealized losses, aggregated by investment category, and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2025 and December 31, 2024:

| September 30, 2025 | 12 Months or less | | More than 12 months | | Total | |
|---|---|---|---|---|---|---|
| Description of Securities | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. Treasury securities and obligations of U.S. government agencies | $ 987 | $ — | $ 54,108 | $ (1,527) | $ 55,095 | $ (1,527) |
| Obligations of states and political subdivisions | 49,651 | (514) | 187,277 | (24,957) | 236,928 | (25,471) |
| Mortgage-backed securities in gov't sponsored entities | 37,617 | (274) | 178,272 | (24,946) | 215,889 | (25,220) |
| Total | $ 88,255 | $ (788) | $ 419,657 | $ (51,430) | $ 507,912 | $ (52,218) |

| December 31, 2024 | 12 Months or less | | More than 12 months | | Total | |
|---|---|---|---|---|---|---|
| Description of Securities | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| U.S. Treasury securities and obligations of U.S. government agencies | $ 32,388 | $ (51) | $ 55,000 | $ (3,243) | $ 87,388 | $ (3,294) |
| Obligations of states and political subdivisions | 98,965 | (806) | 173,668 | (26,192) | 272,633 | (26,998) |
| Mortgage-backed securities in gov't sponsored entities | 28,322 | (329) | 186,173 | (32,252) | 214,495 | (32,581) |
| Total | $ 159,675 | $ (1,186) | $ 414,841 | $ (61,687) | $ 574,516 | $ (62,873) |

At September 30, 2025, there were a total of 427 securities in the portfolio with unrealized losses mainly due to higher current market rates when compared to the time of purchase. At December 31, 2024, the Company owned 508 securities that were in an unrealized loss position. The unrealized losses on securities have not been recognized into income because the issuers' securities are of high credit quality, management has the intent and ability to hold these securities for the foreseeable future, and the decline in fair value is largely due to currently higher market rates when compared to the time of purchase. The fair value is expected to recover as the securities approach their maturity date or reset date. The Company does not intend to sell until recovery and does not believe selling will be required before recovery.

Each quarter, we perform an analysis to determine if any of the unrealized losses on securities available-for-sale are comprised of credit losses as compared to unrealized losses due to market interest rate adjustments. Our assessment includes a review of the unrealized loss for each security issuance held; the financial condition and near-term prospects of the issuer, including external credit ratings and recent downgrades; and our ability and intent to hold the security for a period of time sufficient for a recovery in value. We also consider the extent to which the securities are issued by the federal government or its agencies, and any guarantee of issued amounts by those agencies. The portfolio continues to consist of a mix of fixed and floating-rate, high quality securities, largely rated AA (or better), displaying an overall effective duration of approximately 3.0 years. No credit losses were determined to be present as of September 30, 2025, as there was no credit quality deterioration noted. Therefore, no provision for credit losses on securities was recognized for the third quarter of 2025.

The following table presents the net gains and losses on equity investments recognized in earnings for the three and nine months ended September 30, 2025 and 2024, and the portion of unrealized gains and losses for the period that relates to equity investments held at September 30, 2025 and 2024:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Net gains (losses) recognized on equity securities during the period | $ 255 | $ 223 | $ 152 | $ 156 |
| Less: Net gains (losses) realized on the sale of equity securities during the period | — | — | — | — |
| Unrealized gains (losses) recognized on equity securities held at reporting date | $ 255 | $ 223 | $ 152 | $ 156 |

Equity securities consisting of investments in other financial institutions totaled $2.6 million as of September 30, 2025 and $2.4 million as of December 31, 2024.

Stock of the Federal Home Loan Bank of Chicago ("FHLBC"), the Federal Reserve Bank of Cleveland ("FRBC"), United Bankers' Bancorp, Farmer Mac and Norwalk Community Development Corp are included as Other securities on the Company's Consolidated Balance Sheets. FHLBC stock was recorded at $16.1 million at September 30, 2025 and $18.5 million at December 31, 2024. FRBC stock was recorded at $11.5 million at both September 30, 2025 and December 31, 2024. United Bankers' Bancorp stock was recorded at $225 at both September 30, 2025 and December 31, 2024. Farmer Mac stock was recorded at $42 at both September 30, 2025 and December 31, 2024. Norwalk Community Development Corp stock was recorded at $2 at both September 30, 2025 and December 31, 2024. Other securities are carried at cost, classified as restricted securities, and periodically evaluated for impairment based on ultimate recovery of par value.

**(4) Loans**

Loan balances were as follows:

| | September 30, 2025 | December 31, 2024 |
|---|---|---|
| Commercial & Agriculture | $ 302,407 | $ 328,488 |
| Commercial Real Estate- Owner Occupied | 384,176 | 374,367 |
| Commercial Real Estate- Non-Owner Occupied | 1,216,031 | 1,225,991 |
| Residential Real Estate | 842,362 | 763,869 |
| Real Estate Construction | 278,163 | 305,992 |
| Farm Real Estate | 23,713 | 23,035 |
| Lease Financing Receivables | 38,960 | 46,900 |
| Consumer and Other | 10,182 | 12,588 |
| Total loans | 3,095,994 | 3,081,230 |
| Allowance for credit losses | (40,254) | (39,669) |
| Net loans | $ 3,055,740 | $ 3,041,561 |

Included in total loans above are net deferred loan fees of $473 and $2,686 at September 30, 2025 and December 31, 2024, respectively.

The Company elected to exclude accrued interest receivable from the amortized cost basis of loans disclosed in this Note 4 and in Note 5 (Allowance for Credit Losses). As of September 30, 2025 and December 31, 2024, accrued interest receivable on loans totaled $10,080 and $9,077, respectively, and is included in the Accrued interest receivable line item on the Company's Consolidated Balance Sheet.

Lease financing receivables consist of sales-type and direct financing leases for equipment, with terms typically ranging from two to six years. On direct financing leases, the Company obtains third-party residual value guarantees to reduce its residual asset risk. The net investment in direct financing and sales-type leases was comprised of the following as of September 30, 2025 and December 31, 2024:

| | September 30, 2025 | December 31, 2024 |
|---|---|---|
| Minimum lease payments receivable | $ 43,371 | $ 53,284 |
| Unguaranteed residual assets | 857 | 1,286 |
| Unamortized direct costs | 58 | — |
| Unearned income | (5,326) | (7,670) |
| Total net investment in direct financing and sales-type leases | $ 38,960 | $ 46,900 |

**(5) Allowance for Credit Losses**

The following table presents, by portfolio segment, the changes in the allowance for credit losses ("ACL") for the three and nine months ended September 30, 2025 and 2024.

Allowance for credit losses:

| For the three months ended September 30, 2025 | Beginning balance | Charge-offs | Recoveries | Provision | Ending Balance |
|---|---|---|---|---|---|
| Commercial & Agriculture | $ 6,057 | $ (249) | $ 39 | $ 531 | $ 6,378 |
| Commercial Real Estate: | | | | | |
| Owner Occupied | 4,612 | — | — | 74 | 4,686 |
| Non-Owner Occupied | 11,321 | — | — | (1,189) | 10,132 |
| Residential Real Estate | 13,075 | (14) | 35 | 890 | 13,986 |
| Real Estate Construction | 3,695 | — | — | (141) | 3,554 |
| Farm Real Estate | 305 | — | — | (4) | 301 |
| Lease Financing Receivables | 1,214 | (395) | — | 247 | 1,066 |
| Consumer and Other | 176 | (4) | 9 | (30) | 151 |
| Total | $ 40,455 | $ (662) | $ 83 | $ 378 | $ 40,254 |

| For the nine months ended September 30, 2025 | Beginning balance | Charge-offs | Recoveries | Provision | Ending Balance |
|---|---|---|---|---|---|
| Commercial & Agriculture | $ 6,586 | $ (684) | $ 375 | $ 101 | $ 6,378 |
| Commercial Real Estate: | | | | | |
| Owner Occupied | 4,327 | — | — | 359 | 4,686 |
| Non-Owner Occupied | 11,404 | (1,350) | 3 | 75 | 10,132 |
| Residential Real Estate | 11,866 | (130) | 76 | 2,174 | 13,986 |
| Real Estate Construction | 3,708 | — | — | (154) | 3,554 |
| Farm Real Estate | 226 | — | — | 75 | 301 |
| Lease Financing Receivables | 1,361 | (546) | 43 | 208 | 1,066 |
| Consumer and Other | 191 | (20) | 21 | (41) | 151 |
| Total | $ 39,669 | $ (2,730) | $ 518 | $ 2,797 | $ 40,254 |

For the three and nine months ended September 30, 2025, the Company provided $378 and $2,797, respectively, to the allowance for credit losses, as compared to a provision of $1,346 and $5,188, respectively, for the three and nine months ended September 30, 2024. The Company experienced an increase in the allowance for credit losses year-to-date as required by our current expected credit loss ("CECL") model primarily due to loan growth. Lower provisions were primarily attributable to the slowdown in net loan growth as net loans grew $14.2 million for the nine months ended September 30, 2025, compared to $178.2 million for the same period in 2024, coupled with a decrease in specific reserves primarily related to one client that made a large paydown during the nine months ended September 30, 2025.

| For the three months ended September 30, 2024 | Beginning balance | Charge-offs | Recoveries | Provision | Ending Balance |
|---|---|---|---|---|---|
| Commercial & Agriculture | $ 5,348 | $ — | $ 15 | $ (284) | $ 5,079 |
| Commercial Real Estate: | | | | | |
| Owner Occupied | 4,328 | — | — | 37 | 4,365 |
| Non-Owner Occupied | 14,421 | — | — | 126 | 14,547 |
| Residential Real Estate | 9,416 | (1) | 19 | 1,288 | 10,722 |
| Real Estate Construction | 3,647 | — | — | 69 | 3,716 |
| Farm Real Estate | 261 | — | — | (40) | 221 |
| Lease Financing Receivables | 2,210 | (15) | — | 166 | 2,361 |
| Consumer and Other | 268 | (26) | 11 | 2 | 255 |
| Unallocated | 20 | — | — | (18) | 2 |
| Total | $ 39,919 | $ (42) | $ 45 | $ 1,346 | $ 41,268 |

| For the nine months ended September 30, 2024 | Beginning balance | Charge-offs | Recoveries | Provision | Ending Balance |
|---|---|---|---|---|---|
| Commercial & Agriculture | $ 7,587 | $ (1,079) | $ 263 | $ (1,692) | $ 5,079 |
| Commercial Real Estate: | | | | | |
| Owner Occupied | 4,723 | — | 0 | (358) | 4,365 |
| Non-Owner Occupied | 12,056 | (174) | 12 | 2,653 | 14,547 |
| Residential Real Estate | 8,489 | (67) | 178 | 2,122 | 10,722 |
| Real Estate Construction | 3,388 | — | 12 | 316 | 3,716 |
| Farm Real Estate | 260 | — | — | (39) | 221 |
| Lease Financing Receivables | 297 | (186) | 1 | 2,249 | 2,361 |
| Consumer and Other | 341 | (74) | 34 | (46) | 255 |
| Unallocated | 19 | — | — | (17) | 2 |
| Total | $ 37,160 | $ (1,580) | $ 500 | $ 5,188 | $ 41,268 |

The Company's internally assigned risk grades are as follows:

- *Pass* – loans which are protected by the current net worth and paying capacity of the obligor or by the value of the underlying collateral.
- *Special Mention* – loans where a potential weakness or risk exists, which could cause a more serious problem if not corrected.
- *Substandard* – loans that have a well-defined weakness based on objective evidence and are characterized by the distinct possibility that Civista will sustain some loss if the deficiencies are not corrected.
- *Doubtful* – loans classified as doubtful have all the weaknesses inherent in a substandard asset. In addition, these weaknesses make collection or liquidation in full highly questionable and improbable, based on existing circumstances.
- *Loss* – loans classified as a loss are considered uncollectible, or of such value that continuance as an asset is not warranted.

Homogeneous loans, generally Residential Real Estate, Real Estate Construction, and Consumer and Other loans, are not risk-graded, except when collateral is used for a business purpose. These loans are monitored based on performance, with performing loans included as Pass and nonperforming loans included as Substandard.

Based on the most recent analysis performed, the risk category of loans at September 30, 2025, and year-to-date gross charge-offs as of September 30, 2025, by type and year of originations, was as follows:

Term Loans Amortized Cost Basis by Origination Year

| | 2025 | 2024 | 2023 | 2022 | 2021 | Prior | Revolving Loans | Total |
|---|---|---|---|---|---|---|---|---|
| Commercial & Agriculture | | | | | | | | |
| Pass | $ 47,595 | $ 52,702 | $ 38,622 | $ 24,214 | $ 18,250 | $ 4,575 | $ 87,114 | $ 273,072 |
| Special Mention | 500 | — | 669 | 1,291 | 2,720 | 944 | 8,586 | 14,710 |
| Substandard | 331 | 4,766 | 1,786 | 700 | 11 | — | 5,523 | 13,117 |
| Doubtful | — | — | — | — | — | — | 1,508 | 1,508 |
| Total Commercial & Agriculture | $ 48,426 | $ 57,467 | $ 41,077 | $ 26,205 | $ 20,980 | $ 5,520 | $ 102,732 | $ 302,407 |
| Commercial & Agriculture: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ 541 | $ 128 | $ 15 | $ — | $ — | $ 684 |
| | | | | | | | | |
| Commercial Real Estate - Owner Occupied | | | | | | | | |
| Pass | $ 29,936 | $ 34,986 | $ 42,194 | $ 69,701 | $ 55,072 | $ 126,680 | $ 7,940 | $ 366,507 |
| Special Mention | 345 | — | 1,520 | 202 | 4,680 | 1,928 | 72 | 8,749 |
| Substandard | — | — | 1,555 | 2,965 | — | 3,020 | 1,380 | 8,920 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Commercial Real Estate - Owner Occupied | $ 30,281 | $ 34,986 | $ 45,269 | $ 72,868 | $ 59,751 | $ 131,629 | $ 9,392 | $ 384,176 |
| Commercial Real Estate - Owner Occupied: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| | | | | | | | | |
| Commercial Real Estate - Non-Owner Occupied | | | | | | | | |
| Pass | $ 31,409 | $ 71,542 | $ 254,600 | $ 295,210 | $ 150,949 | $ 359,624 | $ 25,134 | $ 1,188,468 |
| Special Mention | 4,615 | — | — | 1,532 | 7,922 | - | — | 14,069 |
| Substandard | 12,354 | — | — | — | — | 654 | — | 13,009 |
| Doubtful | 484 | — | — | — | — | — | — | 484 |
| Total Commercial Real Estate - Non-Owner Occupied | $ 48,862 | $ 71,542 | $ 254,600 | $ 296,741 | $ 158,871 | $ 360,279 | $ 25,134 | $ 1,216,031 |
| Commercial Real Estate - Non-Owner Occupied: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ — | $ — | $ 800 | $ 550 | $ — | $ 1,350 |
| | | | | | | | | |
| Residential Real Estate | | | | | | | | |
| Pass | $ 54,508 | $ 138,916 | $ 121,061 | $ 106,709 | $ 84,730 | $ 139,042 | $ 189,197 | $ 834,163 |
| Special Mention | — | 59 | — | — | 557 | 263 | 350 | 1,230 |
| Substandard | — | — | 328 | 1,392 | 629 | 2,088 | 1,052 | 5,488 |
| Doubtful | — | 1,020 | — | — | — | — | 461 | 1,481 |
| Total Residential Real Estate | $ 54,508 | $ 139,995 | $ 121,389 | $ 108,101 | $ 85,917 | $ 141,393 | $ 191,060 | $ 842,362 |
| Residential Real Estate: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ — | $ 40 | $ 39 | $ 51 | $ — | $ 130 |

| | 2025 | 2024 | 2023 | 2022 | 2021 | Prior | Revolving Loans | Total |
|---|---|---|---|---|---|---|---|---|
| Real Estate Construction | | | | | | | | |
| Pass | $ 81,024 | $ 66,273 | $ 75,223 | $ 27,513 | $ 4,474 | $ 7,918 | $ 10,023 | $ 272,449 |
| Special Mention | — | — | — | 5,000 | — | — | — | 5,000 |
| Substandard | — | — | 714 | — | — | — | — | 714 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Real Estate Construction | $ 81,024 | $ 66,273 | $ 75,937 | $ 32,513 | $ 4,474 | $ 7,918 | $ 10,023 | $ 278,163 |
| Real Estate Construction: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| Farm Real Estate | | | | | | | | |
| Pass | $ 847 | $ 348 | $ 2,078 | $ 462 | $ 1,932 | $ 14,219 | $ 1,954 | $ 21,840 |
| Special Mention | — | — | — | 368 | — | 158 | 905 | 1,431 |
| Substandard | — | — | — | — | 42 | 400 | — | 443 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Farm Real Estate | $ 847 | $ 348 | $ 2,078 | $ 830 | $ 1,975 | $ 14,778 | $ 2,859 | $ 23,713 |
| Farm Real Estate: | | | | | | | | |
| Current-period charge-offs | $ — | $ — | $ — | $ – | $ — | $ – | $ — | $ – |
| Lease Financing Receivables | | | | | | | | |
| Pass | $ 7,949 | $ 11,671 | $ 10,532 | $ 3,958 | $ 729 | $ 45 | $ — | 34,883 |
| Special Mention | — | 275 | 1,388 | 66 | — | — | — | 1,729 |
| Substandard | 47 | 1,467 | 384 | 451 | — | — | — | 2,349 |
| Doubtful | — | — | - | — | — | — | — | — |
| Total Lease Financing Receivables | $ 7,996 | $ 13,413 | $ 12,303 | $ 4,475 | $ 729 | $ 45 | $ — | $ 38,960 |
| Lease Financing Receivables: | | | | | | | | |
| Current-period charge-offs | $ — | $ — | 110 $ | 435 $ | $ — | $ 1 | $ — | 546 $ |
| Consumer and Other | | | | | | | | |
| Pass | $ 2,244 | $ 1,447 | $ 2,599 | $ 1,360 | $ 799 | $ 199 | $ 1,510 | $ 10,158 |
| Special Mention | — | — | — | — | — | — | — | — |
| Substandard | — | — | — | 17 | 7 | — | — | 24 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Consumer and Other | $ 2,244 | $ 1,447 | $ 2,599 | $ 1,377 | $ 806 | $ 199 | $ 1,510 | $ 10,182 |
| Consumer and Other: | | | | | | | | |
| Current-period charge-offs | $ — | $ — | $ 5 | $ 5 | $ 4 | $ 6 | $ — | $ 20 |
| Total Loans | $ 274,188 | $ 385,471 | $ 555,251 | $ 543,109 | $ 333,504 | $ 661,761 | $ 342,710 | $ 3,095,994 |
| Total Loans: | | | | | | | | |
| Current-period charge-offs | $ — | $ — | $ 656 | $ 608 | $ 858 | $ 608 | $ — | $ 2,730 |

The risk category of loans at December 31, 2024, and year-to-date gross charge-offs as of December 31, 2024, by type and year of originations, was as follows:

Term Loans Amortized Cost Basis by Origination Year

| | 2024 | 2023 | 2022 | 2021 | 2020 | Prior | Revolving Loans | Total |
|---|---|---|---|---|---|---|---|---|
| Commercial & Agriculture | | | | | | | | |
| Pass | $ 74,397 | $ 55,540 | $ 37,078 | $ 33,164 | $ 7,477 | $ 13,449 | $ 86,804 | $ 307,909 |
| Special Mention | 255 | 1,225 | 511 | 32 | 1,286 | — | 4,173 | 7,482 |
| Substandard | 5,629 | 1,942 | 413 | 89 | 3 | 332 | 3,004 | 11,412 |
| Doubtful | — | — | — | — | — | — | 1,685 | 1,685 |
| Total Commercial & Agriculture | $ 80,281 | $ 58,707 | $ 38,002 | $ 33,285 | $ 8,766 | $ 13,781 | $ 95,666 | $ 328,488 |
| Commercial & Agriculture: | | | | | | | | |
| Current-period gross charge-offs | $ 1,520 | $ 339 | $ 204 | $ 53 | $ 48 | $ 33 | $ — | $ 2,197 |
| | | | | | | | | |
| Commercial Real Estate - Owner Occupied | | | | | | | | |
| Pass | $ 26,677 | $ 40,344 | $ 72,901 | $ 62,663 | $ 52,478 | $ 97,293 | $ 8,358 | $ 360,714 |
| Special Mention | — | 3,525 | 4,987 | 855 | 383 | 302 | 178 | 10,230 |
| Substandard | — | — | — | — | — | 3,189 | 234 | 3,423 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Commercial Real Estate - Owner Occupied | $ 26,677 | $ 43,869 | $ 77,888 | $ 63,518 | $ 52,861 | $ 100,784 | $ 8,770 | $ 374,367 |
| Commercial Real Estate - Owner Occupied: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| | | | | | | | | |
| Commercial Real Estate - Non-Owner Occupied | | | | | | | | |
| Pass | $ 59,635 | $ 227,608 | $ 299,079 | $ 170,534 | $ 121,313 | $ 280,870 | $ 29,219 | $ 1,188,258 |
| Special Mention | — | — | 7,166 | — | — | 10,533 | — | 17,699 |
| Substandard | — | — | — | 8,000 | — | 12,034 | — | 20,034 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Commercial Real Estate - Non-Owner Occupied | $ 59,635 | $ 227,608 | $ 306,245 | $ 178,534 | $ 121,313 | $ 303,437 | $ 29,219 | $ 1,225,991 |
| Commercial Real Estate - Non-Owner Occupied: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ — | $ — | $ — | $ 672 | $ — | $ 672 |
| | | | | | | | | |
| Residential Real Estate | | | | | | | | |
| Pass | $ 97,552 | $ 127,090 | $ 113,877 | $ 90,198 | $ 64,528 | $ 91,785 | $ 168,840 | $ 753,870 |
| Special Mention | 71 | 286 | — | 576 | 92 | 481 | 426 | 1,932 |
| Substandard | — | 316 | 967 | 859 | 675 | 2,655 | 1,180 | 6,652 |
| Doubtful | 1,115 | — | — | — | — | — | 300 | 1,415 |
| Total Residential Real Estate | $ 98,738 | $ 127,692 | $ 114,844 | $ 91,633 | $ 65,295 | $ 94,921 | $ 170,746 | $ 763,869 |
| Residential Real Estate: | | | | | | | | |
| Current-period gross charge-offs | $ 2 | $ — | $ — | $ 3 | $ — | $ 78 | $ — | $ 83 |

| | 2024 | 2023 | 2022 | 2021 | 2020 | Prior | Revolving Loans | Total |
|---|---|---|---|---|---|---|---|---|
| Real Estate Construction | | | | | | | | |
| Pass | $ 90,417 | $ 133,695 | $ 52,564 | $ 10,348 | $ 6,841 | $ 2,369 | $ 9,449 | $ 305,683 |
| Special Mention | 154 | — | — | 155 | — | — | — | 309 |
| Substandard | — | — | — | — | — | — | — | — |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Real Estate Construction | $ 90,571 | $ 133,695 | $ 52,564 | $ 10,503 | $ 6,841 | $ 2,369 | $ 9,449 | $ 305,992 |
| Real Estate Construction: | | | | | | | | |
| Current-period gross charge-offs | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| | | | | | | | | |
| Farm Real Estate | | | | | | | | |
| Pass | $ 571 | $ 2,125 | $ 495 | $ 2,099 | $ 4,122 | $ 11,525 | $ 1,490 | $ 22,427 |
| Special Mention | — | — | 388 | — | — | 158 | 62 | 608 |
| Substandard | — | — | — | — | — | — | — | — |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Farm Real Estate | $ 571 | $ 2,125 | $ 883 | $ 2,099 | $ 4,122 | $ 11,683 | $ 1,552 | $ 23,035 |
| Farm Real Estate: | | | | | | | | |
| Current-period charge-offs | $ — | $ — | $ — | $ – | $ — | $ – | $ — | $ – |
| | | | | | | | | |
| Lease Financing Receivables | | | | | | | | |
| Pass | $ 18,783 | $ 16,516 | $ 6,955 | $ 1,563 | $ 426 | $ 65 | $ — | $ 44,308 |
| Special Mention | 1,107 | — | — | — | — | — | — | 1,107 |
| Substandard | — | 466 | 1,000 | — | 19 | — | — | 1,485 |
| Doubtful | — | — | — | — | — | — | — | - |
| Total Lease Financing Receivables | $ 19,890 | $ 16,982 | $ 7,955 | $ 1,563 | $ 445 | $ 65 | $ — | $ 46,900 |
| Lease Financing Receivables: | | | | | | | | |
| Current-period charge-offs | $ — | $ 199 | $ 607 | $ 12 | $ 63 | $ — | $ — | $ 881 |
| | | | | | | | | |
| Consumer and Other | | | | | | | | |
| Pass | $ 2,521 | $ 3,717 | $ 2,329 | $ 1,787 | $ 677 | $ 206 | $ 1,339 | $ 12,576 |
| Special Mention | — | — | — | — | — | — | — | — |
| Substandard | — | 3 | — | 9 | — | — | — | 12 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total Consumer and Other | $ 2,521 | $ 3,720 | $ 2,329 | $ 1,796 | $ 677 | $ 206 | $ 1,339 | $ 12,588 |
| Consumer and Other: | | | | | | | | |
| Current-period charge-offs | $ 25 | $ 7 | $ 21 | $ 5 | $ 6 | $ 18 | $ — | $ 82 |
| | | | | | | | | |
| Total Loans | $ 378,884 | $ 614,398 | $ 600,710 | $ 382,931 | $ 260,320 | $ 527,246 | $ 316,741 | $ 3,081,230 |
| Total Loans: | | | | | | | | |
| Current-period charge-offs | $ 1,547 | $ 545 | $ 832 | $ 73 | $ 117 | $ 801 | $ — | $ 3,915 |

The following tables include an aging analysis of the recorded investment in past due loans outstanding as of September 30, 2025 and December 31, 2024.

| September 30, 2025 | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or Greater Past Due | Total Past Due | Current | Total Loans | Past Due 90 Days and Accruing |
|---|---|---|---|---|---|---|---|
| Commercial & Agriculture | $ 112 | $ 48 | $ 429 | $ 589 | $ 301,818 | 302,407 | $ 85 |
| Commercial Real Estate: | | | | | | | |
| Owner Occupied | — | — | 7 | 7 | 384,169 | 384,176 | — |
| Non-Owner Occupied | — | 654 | 484 | 1,138 | 1,214,893 | 1,216,031 | — |
| Residential Real Estate | 538 | 1,391 | 2,000 | 3,929 | 838,433 | 842,362 | — |
| Real Estate Construction | — | — | — | — | 278,163 | 278,163 | — |
| Farm Real Estate | — | — | 400 | 400 | 23,313 | 23,713 | — |
| Lease Financing Receivables | | 327 | 449 | 776 | 38,184 | 38,960 | 92 |
| Consumer and Other | 80 | 15 | 17 | 112 | 10,070 | 10,182 | — |
| Total | $ 730 | $ 2,435 | $ 3,786 | $ 6,951 | $ 3,089,043 | $ 3,095,994 | $ 177 |

| December 31, 2024 | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or Greater Past Due | Total Past Due | Current | Total Loans | Past Due 90 Days and Accruing |
|---|---|---|---|---|---|---|---|
| Commercial & Agriculture | $ 825 | $ 114 | $ 1,374 | $ 2,313 | $ 326,175 | $ 328,488 | $ — |
| Commercial Real Estate: | | | | | | | |
| Owner Occupied | — | — | 225 | 225 | 374,142 | 374,367 | 225 |
| Non-Owner Occupied | 69 | 8,000 | 2,514 | 10,583 | 1,215,408 | 1,225,991 | — |
| Residential Real Estate | 5,504 | 1,634 | 2,273 | 9,411 | 754,458 | 763,869 | — |
| Real Estate Construction | — | — | — | — | 305,992 | 305,992 | — |
| Farm Real Estate | — | — | — | — | 23,035 | 23,035 | — |
| Lease Financing Receivables | 575 | 351 | 909 | 1,835 | 45,065 | 46,900 | — |
| Consumer and Other | 181 | 37 | 3 | 221 | 12,367 | 12,588 | — |
| Total | $ 7,154 | $ 10,136 | $ 7,298 | $ 24,588 | $ 3,056,642 | $ 3,081,230 | $ 225 |

The following table presents loans on nonaccrual status as of September 30, 2025.

| September 30, 2025 | Nonaccrual loans with a related ACL | Nonaccrual loans without a related ACL | Total Nonaccrual loans |
|---|---|---|---|
| Commercial & Agriculture | $ 7,719 | $ 3,166 | $ 10,885 |
| Commercial Real Estate: | | | |
| Owner Occupied | 7 | 2,840 | 2,847 |
| Non-Owner Occupied | 1,194 | — | 1,194 |
| Residential Real Estate | 5,040 | 1,482 | 6,522 |
| Real Estate Construction | — | — | — |
| Farm Real Estate | 401 | — | 401 |
| Lease Financing Receivables | 807 | — | 807 |
| Consumer and Other | 24 | — | 24 |
| Total | $ 15,192 | $ 7,488 | $ 22,680 |

The following table presents loans on nonaccrual status as of December 31, 2024.

| December 31, 2024 | Nonaccrual loans with a related ACL | Nonaccrual loans without a related ACL | Total Nonaccrual loans |
|---|---|---|---|
| Commercial & Agriculture | $ 8,901 | $ 3,370 | $ 12,271 |
| Commercial Real Estate: | | | |
| Owner Occupied | 36 | — | 36 |
| Non-Owner Occupied | 2,514 | 8,000 | 10,514 |
| Residential Real Estate | 4,745 | 2,131 | 6,876 |
| Real Estate Construction | — | — | — |
| Farm Real Estate | — | — | — |
| Lease Financing Receivables | 638 | 600 | 1,238 |
| Consumer and Other | 15 | — | 15 |
| Total | $ 16,849 | $ 14,101 | $ 30,950 |

Nonaccrual Loans: Loans are considered for nonaccrual status upon reaching 90 days delinquency, unless the loan is well secured and in the process of collection, although the Company may be receiving partial payments of interest and partial repayments of principal on such loans. When a loan is placed on nonaccrual status, previously accrued but unpaid interest is deducted from interest income. Payments received on nonaccrual loans are applied to the unpaid principal balance. A loan may be returned to accruing status only if one of two conditions are met: (1) the loan is well-secured and none of the principal and interest has been past due for a minimum of 90 days or (2) the principal and interest payments are reasonably assured and a sustained period of performance has occurred, generally six months.

Modifications to Borrowers Experiencing Financial Difficulty: There was one loan modified to a borrower experiencing financial difficulty during the three months ended September 30, 2025 and two loans modified to a borrower experiencing financial difficulty during the nine months ended September 30, 2025. There were no loans modified during the three and nine months ended September 30, 2024. The allowance for credit losses incorporates an estimate of lifetime expected credit losses and is recorded on each loan upon loan origination or acquisition. The starting point for the estimate of the allowance for credit losses is historical loss information, which includes losses from modifications of loans to borrowers experiencing financial difficulty. The Company uses probability of default/loss given default, discounted cash flows or remaining life method to determine the allowance for credit losses. An assessment of whether a borrower is experiencing financial difficulty is made on the date of a modification. Because the effect of most modifications made to borrowers experiencing financial difficulty is already included in the allowance for credit losses because of the measurement methodologies used to estimate the allowance, a change to the allowance for credit losses is generally not recorded upon modification.

The following table shows the amortized cost basis at the end of the reporting period of the loans modified to borrowers experiencing financial difficulty, disaggregated by loan category and type of modification granted during the nine months ended September 30, 2025. The percentage of the amortized cost basis of loans that were modified to borrowers experiencing financial difficulty as compared to the amortized cost basis of each class of loan category is also presented below:

| | Loans Modifications Made to Borrowers Experiencing Financial Difficulty<br>**September 30, 2025**<br>(Dollars in Thousands) | | | |
|---|---|---|---|---|
| | Term Extension | | Payment Deferral | |
| **Loan Type** | **Amortized Cost Basis** | **Percent of total loans by category** | **Amortized Cost Basis** | **Percent of total loans by category** |
| Commercial & Agriculture | $ 87 | 0.03% | $ — | — |
| Commercial Real Estate: | | | | |
| Owner Occupied | — | — | — | — |
| Non-Owner Occupied | — | — | — | — |
| Residential Real Estate | — | — | — | — |
| Real Estate Construction | — | — | — | — |
| Farm Real Estate | — | — | — | — |
| Leasing Financing Receivables | — | — | — | — |
| Consumer and Other | — | — | — | — |
| Total Loan Modifications | $ 87 | | $ — | |

Upon the Company's determination that a modified loan (or portion of a loan) has subsequently been deemed uncollectible, the loan (or a portion of the loan) is written off. Therefore, the amortized cost basis of the loan is reduced by the uncollectible amount and the allowance for credit losses is adjusted by the same amount. The Company closely monitors the performance of the loans that were modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. There were no modification loans that had a payment default during the three and nine months ended September 30, 2025 and September 30, 2024, and were modified during the twelve months prior to that default to borrowers experiencing financial difficulty.

The following table presents the payment status of the loans that were modified to borrowers experiencing financial difficulties in the last twelve months ended September 30, 2025.

| | **30-59 Days Past Due** | **60-89 Days Past Due** | **90 Days or Greater Past Due** | **Total Past Due** | **Current** | **Non-Accrual** |
|---|---|---|---|---|---|---|
| Commercial & Agriculture | $ — | $ — | $ — | $ — | $ 7,622 | $ 7,610 |
| Commercial Real Estate: | | | | | | |
| Owner Occupied | — | — | — | — | — | — |
| Non-Owner Occupied | — | — | 484 | 484 | — | 484 |
| Residential Real Estate | — | — | — | — | — | — |
| Real Estate Construction | — | — | — | — | — | — |
| Farm Real Estate | — | — | — | — | — | — |
| Lease Financing Receivables | — | — | — | — | — | — |
| Consumer and Other | — | — | — | — | — | — |
| Total | $ — | $ — | $ 484 | $ 484 | $ 7,622 | $ 8,094 |

Individually Evaluated Loans: Larger (greater than $350) Commercial & Agricultural and Commercial Real Estate loan relationships, as well as Residential Real Estate and Consumer loans and Lease Financing Receivables that are part of a larger relationship are individually evaluated on a quarterly basis, when they do not share similar risk characteristics with the collectively evaluated pools. These loans are analyzed to determine if it is probable that all amounts will not be collected according to the contractual terms of the loan agreement. If management determines that the value of the loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate

or a charge-off to the allowance. The Company's policy for recognizing interest income on individually evaluated loans does not differ from its overall policy for interest recognition.

The following table presents the amortized cost basis of collateral dependent loans, which are individually evaluated to determine expected credit losses, and the related allowance for credit losses allocated to these loans as of September 30, 2025 and December 31, 2024.

| **September 30, 2025** | Real Estate | Other | Allowance for Credit Losses |
|---|---|---|---|
| Commercial & Agriculture | $ — | $ 2,760 | $ 584 |
| Commercial Real Estate: | | | |
| Owner Occupied | 2,840 | — | — |
| Non-Owner Occupied | 484 | — | — |
| Residential Real Estate | 1,481 | — | — |
| Real Estate Construction | — | — | — |
| Farm Real Estate | — | — | — |
| Lease Financing Receivables | — | — | — |
| Consumer and Other | — | — | — |
| Total | $ 4,805 | $ 2,760 | $ 584 |

| **December 31, 2024** | Real Estate | Other | Allowance for Credit Losses |
|---|---|---|---|
| Commercial & Agriculture | $ — | $ 8,179 | $ 1,679 |
| Commercial Real Estate: | | | |
| Owner Occupied | — | — | — |
| Non-Owner Occupied | 10,514 | — | 674 |
| Residential Real Estate | 2,131 | — | — |
| Real Estate Construction | — | — | — |
| Farm Real Estate | — | — | — |
| Lease Financing Receivables | — | 665 | 6 |
| Consumer and Other | — | — | — |
| Total | $ 12,645 | $ 8,844 | $ 2,359 |

Collateral-dependent loans consist primarily of Residential Real Estate, Commercial Real Estate and Commercial & Agricultural loans. Individually evaluated loans are collateral-dependent when foreclosure is probable or when the repayment of the loan is expected to be provided substantially through the operation or sale of the underlying collateral. When a loan is deemed collateral-dependent, the level of credit loss is measured by the difference between amortized cost of the loan and the fair value of collateral adjusted for estimated cost to sell. In the case of Commercial & Agricultural loans secured by equipment, the fair value of the collateral is estimated by third-party valuation experts. Loan balances are charged down to the underlying collateral value when they are deemed uncollectible. Note that the Company did not elect to use the collateral maintenance agreement practical expedient available under CECL.

**Foreclosed Assets Held For Sale**

Foreclosed assets acquired in settlement of loans are carried at fair value less estimated costs to sell and are included in Other assets on the Consolidated Balance Sheets. As of September 30, 2025 and December 31, 2024, the Company had initiated formal foreclosure procedures on $1,263 and $669, respectively, of Residential Real Estate loans.

**Allowance for Credit Losses on Off-Balance-Sheet Credit Exposures**

The Company estimates expected credit losses over the contractual period in which the Company is exposed to credit risk from a contractual obligation to extend credit, such as a loan commitment, credit line, letter of credit, or overdraft protection. The allowance for credit losses on off-balance-sheet credit exposures is adjusted as a provision for credit loss expense recognized within provision for credit losses on the Consolidated Statements of Operations. The estimated credit loss includes consideration of the likelihood that funding will occur and an estimate of expected credit losses on commitments expected to be funded over its estimated life. The estimate of expected credit loss is based on the historical loss rate for the loan class in which the loan commitments would be classified as if funded.

The following table lists the allowance for credit losses on off-balance sheet credit exposures as of the three and nine months ended September 30, 2025 and September 30, 2024:

| | Three Months Ended September 30, | |
|---|---|---|
| | 2025 | 2024 |
| Beginning of Period | $ 3,553 | 3,706 |
| Provision for (recovery of) | (178) | (325) |
| End of Period | $ 3,375 | $ 3,381 |

| | Nine months Ended September 30, | |
|---|---|---|
| | 2025 | 2024 |
| Beginning of Period | $ 3,380 | 3,901 |
| Provision for (recovery of) | (5) | (520) |
| End of Period | $ 3,375 | $ 3,381 |

**(6) Accumulated Other Comprehensive Income (Loss)**

The following tables present the changes in each component of accumulated other comprehensive income (loss), net of tax for the three- and nine-month periods ended September 30, 2025 and September 30, 2024.

| | For the Three-Month Period Ended September 30, 2025(a) | | | | For the Three-Month Period Ended September 30, 2024(a) | | | |
|---|---|---|---|---|---|---|---|---|
| | Unrealized Gains and (Losses) on Available-for-Sale Securities (a) | Defined Benefit Pension Items (a) | Cashflow Hedge (a) | Total (a) | Unrealized Gains and (Losses) on Available-for-Sale Securities (a) | Defined Benefit Pension Items (a) | | Total (a) |
| Beginning balance | $ (49,726) | $ (4,294) | $ — | $ (54,020) | $ (49,827) | $ (4,506) | | $ (54,333) |
| Other comprehensive loss before reclassifications | 9,500 | — | 52 | 9,552 | 14,422 | — | | 14,422 |
| Net current-period other comprehensive loss | 9,500 | — | 52 | 9,552 | 14,422 | — | | 14,422 |
| Ending balance | $ (40,226) | $ (4,294) | $ 52 | $ (44,468) | $ (35,405) | $ (4,506) | | $ (39,911) |

| | For the Nine-Month Period Ended September 30, 2025(a) | | | | For the Nine-Month Period Ended September 30, 2024(a) | | |
|---|---|---|---|---|---|---|---|
| | Unrealized Gains and (Losses) on Available-for-Sale Securities (a) | Defined Benefit Pension Items (a) | Cashflow Hedge (a) | Total (a) | Unrealized Gains and (Losses) on Available-for-Sale Securities (a) | Defined Benefit Pension Items (a) | Total (a) |
| Beginning balance | $ (48,851) | $ (4,506) | $ — | $ (53,357) | $ (43,024) | $ (4,506) | $ (47,530) |
| Other comprehensive income (loss) before reclassifications | 8,625 | 212 | 52 | 8,889 | 7,619 | — | 7,619 |
| Net current-period other comprehensive income (loss) | 8,625 | 212 | 52 | 8,889 | 7,619 | — | 7,619 |
| Ending balance | $ (40,226) | $ (4,294) | $ 52 | $ (44,468) | $ (35,405) | $ (4,506) | $ (39,911) |

(a)Amounts in parentheses indicate debits on the Consolidated Balance Sheets.

There were no amounts reclassified out of any component of accumulated other comprehensive income (loss) for the three- and nine- month periods ended September 30, 2025 and September 30, 2024.

**(7) Goodwill and Intangible Assets**

The carrying amount of goodwill was $125,520 at both September 30, 2025 and December 31, 2024.

Acquired intangible assets, other than goodwill, as of September 30, 2025 and December 31, 2024 were as follows:

| | September 30, 2025 | | | December 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Amortized intangible assets: | | | | | | |
| Core deposit intangibles | $ 12,668 | $ 8,650 | $ 4,018 | 12,668 | 7,662 | $ 5,006 |
| Total amortized intangible assets | $ 12,668 | $ 8,650 | $ 4,018 | $ 12,668 | $ 7,662 | $ 5,006 |

Aggregate core deposit intangible amortization expense was $318 and $363 for the three months ended September 30, 2025 and 2024, respectively. Aggregate core deposit intangible amortization expense was $988 and $1,120 for the nine months ended September 30, 2025 and 2024, respectively.

Activity for mortgage servicing rights ("MSRs") for the three and nine months ended September 30, 2025 and September 30, 2024 was as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Mortgage Servicing Rights: | | | | |
| Balance at Beginning of Period | $ 2,775 | $ 2,974 | $ 2,877 | $ 3,018 |
| Additions | 41 | 90 | 89 | 199 |
| Additions from acquisition | — | — | — | — |
| Disposals | — | — | — | — |
| Amortized to expense | (78) | (125) | (228) | (278) |
| Other charges | — | — | — | — |
| Change in valuation allowance | — | — | — | — |
| Balance at End of Period | $ 2,738 | $ 2,939 | $ 2,738 | $ 2,939 |

There was no valuation allowance for the three and nine months ended September 30, 2025 and September 30, 2024.

Estimated amortization expense for each of the next five years and thereafter is as follows:

| | MSRs | Core deposit intangibles | Total |
|---|---|---|---|
| 2025 (1) | $ 40 | $ 318 | $ 358 |
| 2026 | 159 | 1,193 | 1,352 |
| 2027 | 156 | 1,071 | 1,227 |
| 2028 | 150 | 793 | 943 |
| 2029 | 149 | 282 | 431 |
| Thereafter | 2,084 | 361 | 2,445 |
| | $ 2,738 | $ 4,018 | $ 6,756 |

(1) 2025 includes three months of amortization expense for the period from October 1, 2025 through December 31, 2025.

**(8) Short-Term and Other Borrowings**

Short-term borrowings, which consist of federal funds purchased and short-term FHLB advances, are summarized as follows:

| | September 30, 2025 Short-term Borrowings | December 31, 2024 Short-term Borrowings |
|---|---|---|
| Fed Funds Purchased | $ — | $ — |
| FHLB Advances: | | |
| Single maturity fixed rate advances | $ 100,000 | $ — |
| Interest rate on balance | 4.22% | — |
| Overnight advances | $ 132,000 | $ 339,000 |
| Interest rate on balance | 4.18% | 4.42% |
| Total Short-term FHLB Advances | $ 232,000 | $ 339,000 |

The single maturity fixed rate advances is one advance that matures on October 17, 2025.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 Short-term Borrowings | 2024 Short-term Borrowings | 2025 Short-term Borrowings | 2024 Short-term Borrowings |
| Maximum indebtedness | $ 412,200 | $ 497,500 | $ 465,000 | $ 501,500 |
| Rate | 4.44% | 5.50% | 4.44% | 5.50% |
| End of period balance | $ 232,000 | $ 287,047 | $ 232,000 | $ 287,047 |
| Rate | 4.20% | 4.88% | 4.20% | 4.88% |
| Average balance | $ 272,985 | $ 388,022 | $ 346,737 | $ 385,801 |
| Rate | 4.45% | 5.46% | 4.47% | 5.51% |

Average balance during the period represents daily averages. Average rate paid represents interest expense divided by the related average balances.

The following table summarizes the Company's subordinated debentures at September 30, 2025 and December 31, 2024.

| | September 30, 2025 Subordinated Debentures | December 31, 2024 Subordinated Debentures |
|---|---|---|
| Subordinated Debentures: | | |
| First Citizens Statutory Trust II | $ 7,732 | $ 7,732 |
| First Citizens Statutory Trust III | 12,887 | 12,887 |
| First Citizens Statutory Trust IV | 5,155 | 5,155 |
| Futura TPF Trust I | 2,578 | 2,578 |
| Futura TPF Trust II | 1,997 | 1,997 |
| Long-Term Subordinated Debentures, net of unamortized debt issuance costs | 73,864 | 73,740 |
| Total Subordinated Debentures | $ 104,213 | $ 104,089 |

Other borrowings, which consist of secured borrowings from other institutions for the right to participate in the future payments of specific leases originated by the CLF division of Civista, totaled $4,699 and $6,293 at September 30, 2025 and December 31, 2024, respectively. The weighted average rate on these borrowings was 8.17% and 6.72% at September 30, 2025 and December 31, 2024, respectively. The weighted average life was 21 months and 30 months at September 30, 2025 and December 31, 2024, respectively.

**(9) Earnings per Common Share**

The Company has granted restricted stock awards with non-forfeitable rights (with respect to dividends), which are considered participating securities. Accordingly, earnings per common share are computed using the two-class method as required by ASC 260-10-45. Basic earnings per common share are computed as net income available to common shareholders divided by the weighted average number of common shares outstanding during the period, which excludes the participating securities. Diluted earnings per common share include the dilutive effect, if any, of additional potential common shares issuable under the Company's equity incentive plan, computed using the treasury stock method. The Company had no dilutive securities for the three and nine months ended September 30, 2025 and September 30, 2024.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Basic | | | | |
| Net income | $ 12,760 | $ 8,366 | $ 33,943 | $ 21,790 |
| Less allocation of earnings and dividends to participating securities | 61 | 177 | 173 | 455 |
| Net income available to common shareholders—basic | $ 12,699 | $ 8,189 | $ 33,770 | $ 21,335 |
| Weighted average common shares outstanding | 18,767,607 | 15,736,966 | 16,605,546 | 15,720,714 |
| Less average participating securities | 91,743 | 332,531 | 85,141 | 328,447 |
| Weighted average number of shares outstanding used in the calculation of basic earnings per common share | 18,675,864 | 15,404,435 | 16,520,405 | 15,392,267 |
| Earnings per common share: | | | | |
| Basic | $ 0.68 | $ 0.53 | $ 2.04 | $ 1.39 |
| Diluted | 0.68 | 0.53 | 2.04 | 1.39 |

**(10) Commitments, Contingencies and Off-Balance Sheet Risk**

Some financial instruments, such as loan commitments, credit lines, letters of credit and overdraft protection, are issued to meet customers' financing needs. These are agreements to provide credit or to support the credit of others, as long as the conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off-balance-sheet risk of credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, including obtaining collateral at exercise of commitment. The contractual amounts of financial instruments with off-balance-sheet risk were as follows at September 30, 2025 and December 31, 2024:

| | Contract Amount | | | |
|---|---|---|---|---|
| | September 30, 2025 | | December 31, 2024 | |
| | Fixed Rate | Variable Rate | Fixed Rate | Variable Rate |
| Commitment to extend credit: | | | | |
| Lines of credit and construction loans | $ 27,355 | $ 665,675 | $ 31,940 | $ 657,401 |
| Overdraft protection | 10 | 45,138 | 10 | 55,085 |
| Letters of credit | 16 | 107 | 782 | 244 |
| Total | $ 27,381 | $ 710,920 | $ 32,732 | $ 712,730 |

Commitments to make loans are generally made for a period of one year or less. Fixed rate loan commitments included in the table above had interest rates ranging from 3.10% to 8.0% at September 30, 2025 and from 3.1% to 8.9% at December 31, 2024. Maturities extend up to 30 years.

Civista is required to maintain certain reserve balances on hand in accordance with the Federal Reserve Board requirements. No reserve balance was maintained, or required to be maintained, in accordance with such requirements at September 30, 2025 and December 31, 2024.

**(11) Pension Information**

The Company sponsors a pension plan which is a noncontributory defined benefit retirement plan. Annual payments, subject to the maximum amount deductible for federal income tax purposes, are made to a pension trust fund. In 2006, the Company amended the pension plan to provide that no employee could be added as a participant to the pension plan after December 31, 2006. In 2014, the Company amended the pension plan again to provide that no additional benefits would accrue beyond April 30, 2014.

Net periodic pension cost was as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Service cost | $ — | $ — | $ — | $ — |
| Interest cost | 96 | 95 | 288 | 286 |
| Expected return on plan assets | (116) | (138) | (348) | (413) |
| Other components | — | — | — | — |
| Net periodic pension benefit | $ (20) | $ (43) | $ (60) | $ (127) |

The Company does not expect to make any contribution to its pension plan in 2025. The Company made no contribution to its pension plan in 2024.

**(12) Equity Incentive Plan**

At the Company's 2014 annual meeting, the shareholders adopted the Company's 2014 Incentive Plan ("2014 Incentive Plan"). The 2014 Incentive Plan authorized the Company to grant options, stock awards, stock units and other awards for up to 375,000 common shares of the Company. The 2014 Incentive Plan expired in accordance with its terms on April 16, 2024, and no further awards may be granted under the 2014 Incentive Plan after April 16, 2024. On February 20, 2024, the Company's Board of Directors adopted the Civista Bancshares, Inc. 2024 Incentive Plan (the "2024 Incentive Plan"), which was subsequently approved by the shareholders of the Company

at the Annual Meeting of Shareholders held on April 16, 2024. The 2024 Incentive Plan authorizes the Company to grant options, stock awards, stock units and other awards for up to 450,000 common shares of the Company. There were 392,550 shares available for grants under the 2024 Incentive Plan at September 30, 2025.

No options were granted under the 2014 Incentive Plan or the 2024 Incentive Plan during the three and nine months ended September 30, 2025 and September 30, 2024.

In each of the past several years, the Board of Directors has awarded restricted common shares to senior officers of the Company. The restricted shares vest ratably over a three-year or five-year period following the grant date. The product of the number of restricted shares granted and the grant date market price of the Company's common shares determines the fair value of restricted shares awarded under the Company's incentive plans. Management recognizes compensation expense for the fair value of restricted shares on a straight-line basis over the requisite service period for the entire award.

The Company classifies share-based compensation for employees with "Compensation expense" in the Consolidated Statements of Operations.

The following is a summary of the Company's outstanding restricted common shares and changes therein for the three and nine months ended September 30, 2025:

| | Three Months Ended September 30, 2025 | | Nine Months Ended September 30, 2025 | |
|---|---|---|---|---|
| | Number of Restricted Shares | Weighted Average Grant Date Fair Value | Number of Restricted Shares | Weighted Average Grant Date Fair Value |
| Nonvested at beginning of period | 96,692 | $ 19.69 | 90,331 | $ 19.14 |
| Granted | — | — | 39,587 | 21.46 |
| Vested | (1,492) | 17.95 | (34,718) | 20.21 |
| Forfeited | (4,320) | 19.67 | (4,320) | 19.67 |
| Nonvested at end of period | 90,880 | $ 19.72 | 90,880 | $ 19.72 |

The following is a summary of the status of the Company's outstanding restricted common shares as of September 30, 2025:

| | At September 30, 2025 | | |
|---|---|---|---|
| Date of Award | Shares | Remaining Expense | Remaining Vesting Period (Years) |
| March 3, 2021 | 2,095 | 10 | 0.25 |
| March 3, 2022 | 3,983 | 61 | 1.25 |
| March 14, 2023 | 8,702 | 145 | 2.25 |
| March 14, 2023 | 8,817 | 47 | 0.25 |
| March 12, 2024 | 18,982 | 241 | 3.25 |
| March 12, 2024 | 9,185 | 88 | 1.25 |
| September 9, 2024 | 858 | 13 | 2.00 |
| March 11, 2025 | 20,158 | 372 | 4.25 |
| March 11, 2025 | 18,100 | 298 | 2.25 |
| | 90,880 | 1,275 | 2.52 |

The Company recorded $203 and $372 of share-based compensation expense during the three months ended September 30, 2025 and 2024, respectively. The Company recorded $755 and $735 of share-based compensation expense during the nine months ended September 30, 2025 and 2024, respectively. At September 30, 2025, the total compensation cost related to unvested awards not yet recognized was $1,275, which was expected to be recognized over the weighted average remaining life of the grants of 2.52 years.

**(13) Fair Value Measurement**

The Company uses a fair value hierarchy to measure fair value. This hierarchy describes three levels of inputs that may be used to measure fair value: Level 1: Quoted prices for identical assets in active markets that are identifiable on the measurement date; Level 2:

Significant other observable inputs, such as quoted prices for similar assets, quoted prices in markets that are not active and other inputs that are observable or can be corroborated by observable market data; and Level 3: Significant unobservable inputs that reflect the Company's own view about the assumptions that market participants would use in pricing an asset.

Debt securities: The fair values of securities available-for-sale are determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

Equity securities: The Company's equity securities are not actively traded in an open market. The fair value of these equity securities available-for-sale not actively traded in an open market is determined by using market data inputs for similar securities that are observable (Level 2 inputs).

Real estate held for sale: Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are then reviewed monthly for valuation changes and are accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals which may utilize a single valuation approach or a combination of approaches including cost, comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments may be significant and typically result in a Level 2 classification of the inputs for determining fair value.

Appraisals for both individually analyzed collateral-dependent loans and other real estate owned ("OREO") are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, a member of the Company's asset quality or collections department reviews the assumptions and approaches utilized in the appraisal. Appraisal values are discounted from 0% to 30% to account for other factors that may impact the value of collateral. In determining the value of individually analyzed collateral dependent loans and OREO, significant unobservable inputs may be used, which include but are not limited to physical condition of comparable properties sold, net operating income generated by the property and investor rates of return.

Swap assets/liabilities: The fair values of interest rate swap positions, both assets and liabilities, are based on valuation pricing models using an income approach reflecting readily observable market parameters such as interest rate yield curves (Level 2).

Collateral Dependent Loans: The Company generally measures the fair value of collateral dependent loans based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties. In some cases, management may adjust the appraised value due to the age of the appraisal, changes in market conditions, or observable deterioration of the property since the appraisal was completed. Additionally, management makes estimates about expected costs to sell the property which are also included in the net realizable value. If the fair value of the collateral dependent loan is less than the carrying amount of the loan, a specific reserve for the loan is made in the allowance for credit losses or a charge-off is taken to reduce the loan to the fair value of the collateral (less estimated selling costs) and the loan is included in the table below as a Level 3 measurement.

Assets and liabilities measured at fair value are summarized in the tables below.

| | Fair Value Measurements at September 30, 2025 Using: | | |
|---|---|---|---|
| | (Level 1) | (Level 2) | (Level 3) |
| **Assets measured at fair value on a recurring basis:** | | | |
| Securities available-for-sale | | | |
| U.S. Treasury securities | $ 36,126 | $ — | $ — |
| Obligations of U.S. Government agencies | — | 29,620 | $ — |
| Obligations of states and political subdivisions | — | 321,606 | — |
| Mortgage-backed securities in government sponsored entities | — | 267,264 | — |
| Total securities available-for-sale | 36,126 | $ 618,490 | — |
| Equity securities | — | 2,573 | — |
| Loans held for sale, at fair value | — | 8,012 | — |
| Swap asset | — | 3,684 | — |
| **Liabilities measured at fair value on a recurring basis:** | | | |
| Swap liability | $ — | $ 6,222 | $ — |
| **Assets measured at fair value on a nonrecurring basis:** | | | |
| Collateral-dependent loans | $ — | $ — | $ 6,982 |

| | Fair Value Measurements at December 31, 2024 Using: | | |
|---|---|---|---|
| | (Level 1) | (Level 2) | (Level 3) |
| **Assets measured at fair value on a recurring basis:** | | | |
| Securities available-for-sale | | | |
| U.S. Treasury securities | $ 64,571 | $ — | $ — |
| Obligations of U.S. Government agencies | — | 32,816 | — |
| Obligations of states and political subdivisions | — | 325,119 | — |
| Mortgage-backed securities in government sponsored entities | — | 225,561 | — |
| Total securities available-for-sale | 64,571 | 583,496 | — |
| Equity securities | — | 2,421 | — |
| Loans held for sale | — | 665 | — |
| Swap asset | — | 5,308 | — |
| **Liabilities measured at fair value on a recurring basis:** | | | |
| Swap liability | $ — | $ 11,638 | $ — |
| **Assets measured at fair value on a nonrecurring basis:** | | | |
| Collateral-dependent loans | $ — | $ — | $ 19,177 |

The following tables present quantitative information about the Level 3 significant unobservable inputs for assets and liabilities measured at fair value on a nonrecurring basis a September 30, 2025 and December 31, 2024.

| | | | Quantitative Information about Level 3 Fair Value Measurements | | | |
|---|---|---|---|---|---|---|
| **September 30, 2025** | | **Fair Value** | **Valuation Technique** | **Unobservable Input** | **Range** | **Weighted Average** |
| Collateral-dependent loans | $ | 6,982 | Appraisals which utilize sales comparison, net income and cost approach | Discounts for collection issues and changes in market conditions | 10 - 40% | 23% |

| | | | Quantitative Information about Level 3 Fair Value Measurements | | | |
|---|---|---|---|---|---|---|
| **December 31, 2024** | | **Fair Value** | **Valuation Technique** | **Unobservable Input** | **Range** | **Weighted Average** |
| Collateral-dependent loans | $ | 19,177 | Appraisals which utilize sales comparison, net income and cost approach | Discounts for collection issues and changes in market conditions | 10 - 75% | 25% |

**Fair Value of Financial Instruments**

Much of the information used to arrive at "fair value" is highly subjective and judgmental in nature and therefore the results may not be precise. Subjective factors include, among other things, estimated cash flows, risk characteristics and interest rates, all of which are subject to change. With the exception of investment securities, the Company's financial instruments are not readily marketable and market prices do not exist. Since negotiated prices for the instruments, which are not readily marketable, depend greatly on the motivation of the buyer and seller, the amounts that will actually be realized or paid per settlement or maturity of these instruments could be significantly different.

The carrying amounts of cash and cash equivalents and accrued interest receivable, as a result of their short-term nature, are considered to be equal to fair value and are classified as Level 1.

The carrying amounts of investments in time deposits and loans held for sale are classified as Level 2.

The carrying amount of other securities, which consist of FHLB and other bank stock, approximates fair value as the stock is nonmarketable and has restrictions placed on its transferability.

The Company uses an exit price income approach to determine the fair value of the loan portfolio. The model utilizes a discounted cash flow approach to estimate the fair value of the loans using assumptions for the coupon rates, remaining maturities, prepayment speeds, projected default probabilities, losses given defaults, and estimates of prevailing discount rates. The discounted cash flow approach models the credit losses directly in the projected cash flows. The model applies various assumptions regarding credit, interest, and prepayment risks for the loans based on loan types, payment types and fixed or variable classifications. For all periods presented, the estimated fair value of individually analyzed loans is based on the fair value of the collateral, less estimated cost to sell, or the present value of the loan's expected future cash flows (discounted at the loan's effective interest rate). All individually analyzed loans are classified as Level 3 within the valuation hierarchy.

The fair values of noninterest-bearing deposits are considered equal to the amount payable on demand at the reporting date (i.e., carrying value) and are classified as Level 1. The fair value of savings, NOW and certain money market accounts are equal to their carrying amounts and are a Level 1 classification. Fair values of fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 3 classification.

The fair values of subordinated debentures are estimated using a discounted cash flow calculation that applies interest rates currently being offered on subordinated debentures to the schedule of maturities on the subordinated debt tranches resulting in a Level 3 classification.

FHLB advances with maturities greater than 90 days are valued based on a discounted cash flow analysis, using interest rates currently being quoted for similar characteristics and maturities resulting in a Level 3 classification.

The carrying amount and fair values of financial instruments not measured at fair value on a recurring or nonrecurring basis at September 30, 2025 were as follows:

| September 30, 2025 | Carrying Amount | Total Fair Value | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|---|
| Financial Assets: | | | | | |
| Cash and due from financial institutions | $ 62,766 | $ 62,766 | $ 62,766 | $ — | $ — |
| Investments in time deposits | 735 | 735 | — | 735 | — |
| Other securities | 27,901 | 27,901 | 27,901 | — | — |
| Loans, net of allowance | 3,055,740 | 2,951,845 | — | — | 2,951,845 |
| Accrued interest receivable | 14,070 | 14,070 | 14,070 | — | — |
| Financial Liabilities: | | | | | |
| Nonmaturing deposits | 2,203,706 | 2,203,706 | 2,203,706 | — | — |
| Time deposits | 1,026,757 | 1,029,837 | — | — | 1,029,837 |
| Short-term FHLB advances | 232,000 | 232,000 | 232,000 | — | — |
| Long-term FHLB advances | 970 | 946 | — | — | 946 |
| Subordinated debentures | 104,213 | 103,007 | — | — | 103,007 |
| Other borrowings | 4,699 | 4,699 | — | — | 4,699 |
| Accrued interest payable | 8,257 | 8,257 | 8,257 | — | — |

The carrying amount and fair values of financial instruments not measured at fair value on a recurring or nonrecurring basis at December 31, 2024 were as follows:

| December 31, 2024 | Carrying Amount | Total Fair Value | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|---|
| Financial Assets: | | | | | |
| Cash and due from financial institutions | $ 63,155 | $ 63,155 | $ 63,155 | $ — | $ — |
| Investments in time deposits | 1,450 | 1,450 | — | 1,450 | — |
| Other securities | 30,352 | 30,352 | 30,352 | — | — |
| Loans, net of allowance | 3,041,561 | 2,919,899 | — | — | 2,919,899 |
| Accrued interest receivable | 13,453 | 13,453 | 13,453 | — | — |
| Financial Liabilities: | | | | | |
| Nonmaturing deposits | 2,266,916 | 2,266,916 | 2,266,916 | — | — |
| Time deposits | 944,954 | 948,734 | — | — | 948,734 |
| Short-term FHLB advances | 339,000 | 339,000 | 339,000 | — | — |
| Long-term FHLB advances | 1,501 | 1,418 | — | — | 1,418 |
| Subordinated debentures | 104,089 | 101,175 | — | — | 101,175 |
| Other borrowings | 6,293 | 6,293 | — | — | 6,293 |
| Accrued interest payable | 9,518 | 9,518 | 9,518 | — | — |

**(14) Derivatives**

**Risk Management Objective Using Derivatives**

The Company is exposed to certain risk arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments.

**Interest Rate Swaps Designated as Cash Flow Hedge**

The Company's objectives in using interest rate derivatives are to add stability to interest income and expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company uses interest rate swaps as part of its interest rate risk management strategy. In September 2025, the Company entered into a derivative instrument designated as a cash flow hedge. For a derivative instrument that is designated as a cash flow hedge, the aggregate fair value of the swaps is recorded in swap assets or swap liabilities with changes in fair value recorded in other comprehensive income (loss), net of tax. The amount included in other comprehensive income would be reclassified to current earnings should all or a portion of the hedge no longer be considered effective. For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in accumulated other comprehensive income (loss) and subsequently reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

An interest rate swap with a notional amount totaling $100.0 million as of September 30, 2025 was designated as a cash flow hedge to hedge the risk of variability in cash flows (future interest payments) attributable to changes in the contractually specified benchmark interest rate on the Company's short-term fixed rate FHLB advances. The gross aggregate fair value of the swap was $52 and is recorded in swap assets in the Consolidated Balance Sheets at September 30, 2025, with changes recorded in other comprehensive income (loss). Amounts reported in accumulated other comprehensive income related to this derivative will be reclassified to interest expense as interest payments are paid on the Company's short-term fixed rate FHLB advances. The hedge was executed to pay fixed and receive variable rate cash flows. The hedge was determined to be effective during the period and the Company expects the hedge to remain effective during the remaining term of the swap. A summary of the interest rate swap designated as a cash flow hedge is presented below (dollars in thousands):

| | | September 30, 2025 |
|---|---|---|
| Notational amount Cash Flow Hedge | $ | 100,000 |
| Weighted average fixed pay rates | | 4.22% |
| Weighted average variable SOFR receive rates | | 4.13% |
| Weighted average remaining maturity (in years) | | 1.5 |
| Fair Value | $ | 52 |

**Non-designated Hedges**

Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain customers. To accommodate customer need and to support the Company's asset/liability positioning, on occasion the Company enters into interest rate swaps with a customer and a bank counterparty. The interest rate swaps are free-standing derivatives and are recorded at fair value. The Company enters into a floating rate loan and a fixed rate swap with our customer. Simultaneously, the Company enters into an offsetting fixed rate swap with a bank counterparty. In connection with each swap transaction, the Company agrees to pay interest to the customer on a notional amount at a variable interest rate and receive interest from the customer on the same notional amount at a fixed interest rate. At the same time, the Company agrees to pay a bank counterparty the same fixed interest rate on the same notional amount and receive the same variable interest rate on the same notional amount. These transactions allow the Company's customer to effectively convert variable rate loans to fixed rate loans. Since the Company acts as an intermediary for its customer, changes in the fair value of the underlying derivative contracts offset each other and do not significantly impact the Company's results of operations. These derivatives are not designated as hedging instruments and changes in fair value are recognized directly in earnings.

The Company presents non-designated derivative positions gross on the balance sheet for customers and net for financial institution counterparty positions subject to master netting arrangements. The fair value on the asset side was reduced by the margin call adjustment per the Company's netting arrangement in the amounts of $2,590 and $6,330 as of September 30, 2025 and December 31, 2024, respectively.

The following table reflects the derivative instruments not designated as hedging instruments recorded on the balance sheet as of September 30, 2025 and December 31, 2024:

| | September 30, 2025 | | December 31, 2024 | |
|---|---|---|---|---|
| | Notional Amount | Fair Value | Notional Amount | Fair Value |
| Included in swap assets: | | | | |
| Interest rate swaps with loan customers in an asset position | $ 108,393 | $ 2,937 | $ 68,621 | $ 1,169 |
| Counterparty positions with financial institutions in an asset position | 242,672 | 3,285 | 247,727 | 10,469 |
| Total before netting adjustments | | 6,222 | | 11,638 |
| Netting adjustments - cash collateral posted by counterparties* | | (2,590) | | (6,330) |
| Total Swap assets | | $ 3,632 | | $ 5,308 |
| Included in swap liabilities: | | | | |
| Interest rate swaps with loan customers in a liability position | $ 134,278 | $ 6,222 | $ 179,106 | $ 11,638 |
| Counterparty positions with financial institutions in a liability position | — | — | — | — |
| Total before netting adjustments | | 6,222 | | 11,638 |
| Netting adjustments - cash collateral posted to counterparties** | | — | | — |
| Total Swap liabilities | | $ 6,222 | | $ 11,638 |
| *Cash collateral posted by counterparties represents the obligation to return cash collateral received from counterparties. | | | | |
| **Cash collateral posted to counterparties represents the right to reclaim cash collateral that was paid to counterparties. | | | | |
| Gross notional positions with customers | $ 242,672 | | $ 247,727 | |
| Gross notional positions with financial institution counterparties | $ 242,672 | | $ 247,727 | |

The Company monitors and controls these derivative products with a comprehensive Board of Director approved commercial loan swap policy. Transactions must be approved in advance by the Lenders Loan Committee or the Board of Directors. The Company classifies changes in fair value of derivative instruments not designated as hedging instruments in Other noninterest income in the Consolidated Statements of Operation. There was no gain or loss recognized on derivative instruments not designated as hedging instruments for the period ended September 30, 2025 or the period ended September 30, 2024.

At September 30, 2025 and December 31, 2024, the Company did not have any cash or securities pledged for collateral on its interest rate swaps with third party financial institutions. Cash pledged for collateral on interest rate swaps is classified as restricted cash on the Consolidated Balance Sheets.

**(15) Qualified Affordable Housing Project Investments**

The Company invests in certain qualified affordable housing projects. At September 30, 2025 and December 31, 2024, the balance of the Company's investments in qualified affordable housing projects was $16,760 and $15,850, respectively. These balances are reflected in the Other assets line on the Consolidated Balance Sheets. The unfunded commitments related to the investments in qualified affordable housing projects totaled $5,479 and $5,668 at September 30, 2025 and December 31, 2024, respectively. These balances are reflected in the Accrued expenses and other liabilities line on the Consolidated Balance Sheets.

During the three months ended September 30, 2025 and 2024, the Company recognized amortization expense with respect to its investments in qualified affordable housing projects of $374 and $312, respectively, offset by tax credits and other benefits from its

investments in affordable housing tax credits of $416 and $461, respectively. During the nine months ended September 30, 2025 and 2024, the Company recognized amortization expense with respect to its investments in qualified affordable housing projects of $1,090 and $935, respectively, offset by tax credits and other benefits from its investments in affordable housing tax credits of $1,248 and $1,382, respectively. During the three and nine months ended September 30, 2025 and 2024, the Company did not incur any impairment losses related to its investments in qualified affordable housing projects.

**(16) Revenue Recognition**

The Company accounts for revenues from contracts with customers under ASC 606, *Revenue from Contracts with Customers*. Revenue associated with financial instruments, including revenue from loans and securities, are outside the scope of ASC 606 and accounted for under other existing GAAP. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, financial guarantees, derivatives, and certain credit card fees are also not in scope of the guidance. Noninterest revenue streams in-scope of ASC 606 are discussed below.

*Service Charges*

Service charges consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, and other deposit account related fees. The Company's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Other deposit account related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

*ATM/Interchange Fees*

ATM and Interchange Fees are primarily comprised of debit and credit card income, ATM fees and other service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Company's debit and credit cards are processed through card payment networks such as Mastercard. ATM fees are primarily generated when a Company cardholder uses a non-Company ATM or a non-Company cardholder uses a Company ATM. The Company's performance obligation for ATM and Interchange Fees are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

*Wealth Management Fees*

Wealth management fees are primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received in the following month through a direct charge to customers' accounts. The Company does not earn performance-based incentives.

*Other*

Other noninterest income consists of other recurring revenue streams such as check order fees, wire transfer fees, safety deposit box rental fees, item processing fees and other miscellaneous revenue streams. Check order income mainly represents fees charged to customers for checks. Wire transfer fees represent revenue from processing wire transfers. Safe deposit box rental fees are charged to the customer on an annual basis and recognized upon receipt of payment. The Company determined that since rentals and renewals occur fairly consistently over time, revenue is recognized on a basis consistent with the duration of the performance obligation. Item processing fee income represents fees charged to other financial institutions for processing their transactions. Payment is typically received in the following month.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the three and nine months ended September 30, 2025 and 2024.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| **Noninterest Income** | | | | |
| In-scope of Topic 606: | | | | |
| Service charges | $ 1,667 | $ 1,595 | $ 4,756 | $ 4,523 |
| ATM/Interchange fees | 1,435 | 1,402 | 4,179 | 4,201 |
| Wealth management fees | 1,402 | 1,443 | 4,067 | 4,055 |
| Other | 1,677 | 754 | 3,053 | 3,875 |
| Noninterest Income (in-scope of Topic 606) | 6,181 | 5,194 | 16,055 | 16,654 |
| Noninterest Income (out-of-scope of Topic 606) | 3,452 | 4,905 | 8,027 | 12,079 |
| **Total Noninterest Income** | $ 9,633 | $ 10,099 | $ 24,082 | $ 28,733 |

**(17) Leases**

We have operating leases for several branch locations and office space. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. We also lease certain office equipment under operating leases. Many of our leases include both lease (e.g., minimum rent payments) and non-lease (e.g., common-area or other maintenance costs) components. The Company accounts for each component separately based on the standalone price of each component. In addition, we have several operating leases with lease terms of less than one year and therefore, we have elected the practical expedient to exclude these short-term leases from our right-of-use ("ROU") assets and lease liabilities.

Most leases include one or more options to renew. The exercise of lease renewal options is typically at our sole discretion. The majority of renewals to extend the lease terms are included in our ROU assets and lease liabilities as they are reasonably certain of exercise.

As most of our leases do not provide an implicit rate, we use the fully collateralized FHLB borrowing rate, commensurate with the lease terms based on the information available at the lease commencement date in determining the present value of the lease payments.

The balance sheet information related to our operating leases were as follows as of September 30, 2025 and December 31, 2024:

| | Classification on the Consolidated Balance Sheet | September 30, 2025 | December 31, 2024 |
|---|---|---|---|
| **Assets:** | | | |
| Operating lease | Other assets | $ 2,562 | $ 1,063 |
| **Liabilities:** | | | |
| Operating lease | Accrued expenses and other liabilities | $ 2,562 | $ 1,063 |

The cost components of our operating leases were as follows for the three and nine months ended September 30, 2025 and September 30, 2024:

| | Three Months Ended September 30, | |
|---|---|---|
| | 2025 | 2024 |
| **Lease cost** | | |
| Operating lease cost | $ 198 | $ 174 |
| Short-term lease cost | 11 | 11 |
| Sublease income | (7) | (6) |
| **Total lease cost** | $ 202 | $ 179 |

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2025 | 2024 |
| **Lease cost** | | |
| Operating lease cost | $ 615 | $ 630 |
| Short-term lease cost | 35 | 63 |
| Sublease income | (17) | (28) |
| **Total lease cost** | $ 633 | $ 665 |

Maturities of our lease liabilities for all operating leases for each of the next five years and thereafter is as follows:

| | | |
|---|---|---|
| 2025 (remaining three months ending December 31, 2025) | $ | 198 |
| 2026 | | 754 |
| 2027 | | 740 |
| 2028 | | 583 |
| 2029 | | 395 |
| Thereafter | | 78 |
| Total lease payments | $ | 2,748 |
| Less: Imputed Interest | | 186 |
| Present value of lease liabilities | $ | 2,562 |

The weighted average remaining lease terms and discount rates for all of our operating leases were as follows as of September 30, 2025:

| | |
|---|---|
| Weighted-average remaining lease term-operating leases (years) | 3.40 |
| Weighted-average discount rate-operating leases | 3.88% |

The Company is the lessor of equipment under operating leases to a wide variety of customers, from commercial and industrial to government and healthcare. The operating lease assets are presented on the balance sheet as premises and equipment. Total cost, net of accumulated depreciation, of leased assets was $14,917 and $19,136 as of September 30, 2025 and December 31, 2024, respectively. The Company records lease revenue over the term of the lease and retains ownership of the related assets which are depreciated over the estimated useful life, normally two to six years.

The Company also leases equipment to customers under direct financing leases. At the inception of each lease, the lease receivables, together with the present value of the estimated unguaranteed residual values, are presented on the balance sheet as Loans. The excess of the lease receivables and residual values over the cost of the equipment is recorded as unearned lease income and will be recognized over the lease term, normally two to six years as well.

**(18) Segment Reporting**

The Company conducts its operations through one single business segment, which is determined by the Chief Financial Officer, who is the designated chief operating decision maker ("CODM").

This decision is based upon information provided about the Company's products and services offered. The segment is also distinguished by the level of information provided to the CODM, who uses such information to review performance of various components of the business, which are then aggregated if operating performance, products/services, and customers are similar. The CODM evaluates revenue streams, significant expenses, and budget to actual results in assessing the Company's segment and in the determination of allocating resources. The CODM uses revenue streams to evaluate product pricing and significant expenses to assess performance and evaluate return on assets. The CODM uses consolidated net income to benchmark the Company against its competitors. The benchmarking analysis coupled with monitoring of budget to actual results are used in assessment performance and in establishing compensation. Loans and investments provide the majority of revenues in the banking operation. Interest expense, provision for credit losses, and compensation expense provide the significant expenses in the banking operation.

The Company's segment assets represent its total assets as presented in the Consolidated Balance Sheets.

All of the Company's earnings relate to its operations within the United States.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Introduction

The following discussion focuses on the consolidated financial condition of the Company at September 30, 2025 compared to December 31, 2024, and the consolidated results of operations for the three and nine months ended September 30, 2025, compared to the same period in 2024. This discussion should be read in conjunction with the Unaudited Consolidated Financial Statements and Notes included in this Quarterly Report on Form 10-Q.

Forward-Looking Statements

This Quarterly Report on Form 10-Q may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995, relating to such matters as financial condition, anticipated operating results, cash flows, business line results, credit quality expectations, prospects for new lines of business, economic trends (including interest rates) and similar matters. Forward-looking statements reflect our expectations, estimates or projections concerning future results or events. These statements are generally identified by the use of forward-looking words or phrases such as "believe," "belief," "expect," "anticipate," "may," "could," "intend," "intent," "estimate," "plan," "foresee," "likely," "will," "should" or other similar words or phrases. Forward-looking statements are not guarantees of performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results, performance or achievements to differ materially from those expressed in or implied by the forward-looking statements. Such forward-looking statements could include, but are not limited to:

- current and future economic and financial market conditions, including the effects of inflation, recession, unemployment, changes in interest rates, fiscal and monetary policy, current or future government shutdown, an increasing federal government budget deficit, slowing gross domestic product, tariffs, trade wars, and other factors beyond our control, any of which may result in adverse impacts on our deposit levels and composition, the quality of investment securities available for purchase, demand for loans, the ability of our borrowers to repay their loans, and the value of the collateral securing loans made by Civista;
- significant changes to the size, structure, powers and operations of the federal government, changes to U.S. economic policies, and uncertainties regarding the potential for these changes may cause economic disruptions that could, in turn, adversely impact our business, results of operations and financial condition;
- recent and future bank failures may reduce customer confidence, affect sources of funding and liquidity, increase regulatory requirements and costs, adversely affect financial markets and/or have a negative reputational impact on the banking industry as a whole, any of which could adversely affect the Company's business, financial condition and results of operations;
- adverse changes in the real estate market, which could cause increases in delinquencies and non-performing assets, including additional loan charge-offs, and could depress our income, earnings and capital;
- changes in interest rates resulting from national and local economic conditions and the policies of regulatory authorities, including monetary policies of the Board of Governors of the Federal Reserve System, which may adversely affect interest rates, interest margins, loan demand and interest rate sensitivity;
- operational risks, reputational risks, legal and compliance risks, and other risks related to potential fraud or theft by employees or outsiders, unauthorized transactions by employees or operational errors, or failures, disruptions or breaches in security of our systems, including those resulting from computer viruses or cyber-attacks;
- our ability to secure sensitive or confidential client information against unauthorized disclosure or access through computer systems and telecommunication networks, including those of our third-party vendors and other service providers, which may prove inadequate;
- a failure in or breach of our operational or security systems or infrastructure, or those of our third-party vendors and other service providers, resulting in failures or disruptions in customer account management, general ledger, deposit, loan, or other systems, including as a result of cyber-attacks;
- competitive pressures and factors among financial services organizations could increase significantly, including product and pricing pressures, changes to third-party relationships and our ability to recruit and retain qualified management and banking personnel;
- unexpected losses of services of our key management personnel, or the inability to recruit and retain qualified personnel in the future;
- risks inherent in pursuing strategic growth initiatives, including integration and other risks involved in past, pending, and possible future acquisitions;

- risks related to the pending FSB Merger, including, without limitation, that we may not consummate the FSB Merger on the terms currently contemplated or at all; that the failure to complete the FSB Merger could negatively impact the price of our common shares and have a material adverse effect on our results of operations, cash flows and financial position; that, following the FSB Merger, we may be unable to integrate the business of Civista and FSB successfully or realize the anticipated benefits of the FSB Merger; that the synergies attributable to the FSB Merger may vary from expectations; and that the market price for our common shares following the closing of the FSB Merger may be affected by factors different from those that have historically affected or currently affect our common shares;
- uncertainty regarding the nature, timing, cost and effect of legislative or regulatory changes in the banking industry or otherwise affecting the Company, including major reform of the regulatory oversight structure of the financial services industry;
- changes in federal, state and/or local tax laws;
- the effect of changes in accounting policies and practices, as may be adopted by the Financial Accounting Standards Board (FASB), the SEC, the Public Company Accounting Oversight Board and other regulatory agencies, may adversely affect our reported financial condition or results of operations;
- a failure to appropriately maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, which could result in our inability to accurately report our financial results and adversely affect the market price of our common shares;
- litigation and regulatory compliance exposure, including the costs and effects of any adverse developments in legal proceedings or other claims and the costs and effects of unfavorable resolution of regulatory and other governmental examinations or inquiries;
- continued availability of earnings and dividends from Civista and excess capital sufficient for us to service our debt and pay dividends to our shareholders in compliance with applicable legal and regulatory requirements;
- our ability to raise additional capital in the future if and when needed and/or on terms acceptable to us;
- our ability to appropriately maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, as necessary to ensure the accurate reporting of our financial results;
- our ability to conform and comply with regulatory requirements and increasing scrutiny and evolving expectations from customers, regulatory authorities, shareholders, investors and other stakeholders with regard to our environmental, social and governance (ESG) policies and practices, which could affect our reputation and business and operating results;
- our ability to anticipate and successfully keep pace with technological changes affecting the financial services industry; and
- other risks identified from time-to-time in the Company's other 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, 2024, as supplement by "Item 1A. Risk Factors" of Part II of the Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2025 and June 30, 2025.

The Company does not undertake, and specifically disclaims, any obligation to publicly release the result of any revisions that may be made to any forward-looking statements to reflect occurrence of anticipated or unanticipated events or circumstances after the date of such statements, except as required by law.

*Agreement and Plan of Merger with The Farmers Savings Bank*

On July 10, 2025, CBI and Civista entered into an Agreement and Plan of Merger (the "Merger Agreement") with The Farmers Savings Bank, an Ohio-chartered bank headquartered in Spencer, Ohio ("Farmers"). Upon the terms and subject to the conditions of the Merger Agreement, at the effective time of the merger (the "Effective Time"), Farmers will merge with and into Civista, with Civista being the surviving bank in the merger (the "FSB Merger"). The acquisition of Farmers will add two branches in Medina and Lorain Counties in Northeast Ohio. As of September 30, 2025, Farmers reported total assets of $293 million, net loans of $106 million, and total deposits of $236 million.

Under the terms and subject to the conditions of the Merger Agreement, which has been unanimously approved by the Boards of Directors of both companies, CBI agreed to pay $34.925 million in cash and issue 1,434,491 common shares, in aggregate, for all of the outstanding Farmers shares, subject to potential adjustment based on Farmers' equity prior to closing being $56.0 million. This implies an aggregate deal value of approximately $66.7 million based on the closing price of CBI's common shares on October 24, 2025 of $22.18.

Civista has received all required regulatory approvals for the FSB merger, which is expected to close in November 2025, pending approval by Farmer's shareholders and satisfaction of other customary closing conditions.

*Offering of Common Shares*

On July 10, 2025, CBI announced an underwritten public offering of up to a maximum of 3,788,238 of its common shares. CBI subsequently closed on the sale of 3,294,120 common shares on July 14, 2025, and the sale of an additional 494,118 common shares on July 16, 2025 pursuant to the underwriters' exercise of their overallotment option, at the public offering price of $21.25 per share. The aggregate net proceeds from the Offering to CBI were approximately $75.7 million, after deducting $608 of direct expenses and the underwriting discount of $4.2 million. As of September 30, 2025, the net proceeds from the offering was used to pay-down short-term FHLB advances, but the long-term strategic plan is to use the net proceeds for general corporate purposes, which may include supporting organic growth opportunities and future strategic transactions.

Financial Condition

Total assets of the Company at September 30, 2025 were $4,113,334 compared to $4,098,469 at December 31, 2024, an increase of $14,865, or 0.4%. The increase in total assets was mainly due to increases in net loans of $14,179, loans held for sale of $7,347, and securities available-for-sale of $6,549. These increases were partially offset by decreases in premises and equipment of $6,256, other securities of $2,451, deferred taxes of $2,178, and swap assets of $1,624. Total liabilities at September 30, 2025 were $3,614,306 compared to $3,709,967 at December 31, 2024, a decrease of $95,661, or 2.6%. The decrease in total liabilities was primarily attributable to a decrease in short-term FHLB advances of $107,000, partially offset by an increase in total deposits of $18,593.

Loans outstanding as of September 30, 2025 and December 31, 2024 were as follows:

| | September 30, 2025 | December 31, 2024 | $ Change | % Change |
|---|---|---|---|---|
| Commercial & Agriculture | $ 302,407 | $ 328,488 | $ (26,081) | -7.9% |
| Commercial Real Estate—Owner Occupied | 384,176 | 374,367 | 9,809 | 2.6% |
| Commercial Real Estate—Non-Owner Occupied | 1,216,031 | 1,225,991 | (9,960) | -0.8% |
| Residential Real Estate | 842,362 | 763,869 | 78,493 | 10.3% |
| Real Estate Construction | 278,163 | 305,992 | (27,829) | -9.1% |
| Farm Real Estate | 23,713 | 23,035 | 678 | 2.9% |
| Lease Financing Receivables | 38,960 | 46,900 | (7,940) | -16.9% |
| Consumer and Other | 10,182 | 12,588 | (2,406) | -19.1% |
| Total loans | 3,095,994 | 3,081,230 | 14,764 | 0.5 % |
| Allowance for credit losses | (40,254) | (39,669) | (585) | 1.5% |
| Net loans | $ 3,055,740 | $ 3,041,561 | $ 14,179 | 0.5% |

Loans held for sale increased $7,347 since December 31, 2024. The increase was due to increases in both the number of loans and average loan balances held for sale. At September 30, 2025, 25 loans totaling $8,012 were held for sale as compared to 6 loans totaling $665 at December 31, 2024.

Net loans have increased $14,179, or 0.5%, since December 31, 2024. The increase at September 30, 2025 was mainly attributed to increases in one category, Residential Real Estate, partially offset by decreases in Real Estate Construction and Commercial & Agriculture. At September 30, 2025, the loan to deposit ratio was 95.8% compared to 95.9% at December 31, 2024.

During the first nine months of 2025, provisions made to the allowances for credit losses and off-balance sheet credit exposures totaled $2,792, compared to provisions of $4,668 during the same period in 2024. The decrease in the provision for the first nine months of 2025 was primarily the result of a decrease in specific reserves related to one large credit that made a significant paydown during the nine months ended September 30, 2025, in addition to lower net loan growth compared to 2024 and an improvement in delinquencies. CRE non-owner occupied 60 to 89 days past due category decreased from $8,000 to $654 during the nine months ended September 30, 2025. Commercial & Agriculture loan delinquencies decreased during the first nine months of 2025, primarily in the 30-59 days past due category, which decreased from $825 at December 31, 2024 to $112 at September 30, 2025. Residential Real Estate loans past due decreased from $9,411 at December 31, 2024 to $3,929 at September 30, 2025, mainly due to a decrease in delinquencies in 1-4 family first lien loans.

Reserves on the Lease Financing Receivables portfolio decreased at September 30, 2025, primarily related to lower balance growth in 2025 as the leasing division transitioned and focused on converting to a new core operating system. Total delinquencies on Lease Financing Receivables decreased from December 31, 2024 to September 30, 2025. Lease Financing Receivables 30-59 days past due and 60-89 days past due combined decreased from $926 to $327, and the balance of 90 days or greater past due also decreased from $909 to $449. Nonaccrual Lease Financing Receivables decreased from $1,238 at December 31, 2024 to $807 at September 30, 2025.

Net charge-offs for the first nine months ended September 30, 2025 totaled $2,212, compared to net charge-offs of $1,080 for the same period of 2024. For the first nine months ended September 30, 2025, the Company charged off a total of 45 loans and leases, consisting of 16 Commercial & Agriculture loans totaling $684, ten Lease Financing Receivables totaling $546, two Commercial Real Estate – Non-Owner Occupied loans totaling $1,350, 12 Consumer and Other loans totaling $20 and five Residential Real Estate totaling $130. The Commercial Real Estate - Non-Owner Occupied charge-offs of $1,350 are related to two loans that were previously identified and actively monitored by management, classified as nonaccrual and individually evaluated as of both December 31, 2024 and September 30, 2025. In addition, during the nine months ended September 30, 2025, the Company had recoveries on previously charged-off Commercial & Agriculture loans of $375, Commercial Real Estate – Non-Owner Occupied loans of $3, Residential Real Estate loans of $76, Leasing Financing Receivables of $43 and Consumer and Other loans of $21. For each loan category, as well as in total, the percentage of net charge-offs to loans was less than one percent. Each of these factors was considered by management as part of the examination of both the level and mix of the allowance by credit type as well as the overall level of the allowance.

Management specifically evaluates loans that do not share common risk characteristics for estimates of loss. To evaluate the adequacy of the allowance for credit losses to cover probable losses in the loan portfolio, management considers specific reserve allocations for identified portfolio loans, reserves for delinquencies and historical reserve allocations. Loss migration rates are calculated over a three-year period for all portfolio segments. Management also considers certain economic factors for trends that management uses to account for the qualitative and environmental changes in risk, which affects the level of the reserve.

Larger (greater than $350) Commercial & Agricultural and Commercial Real Estate loan relationships, as well as Residential Real Estate and Consumer loans and Lease Financing Receivables that are part of a larger relationship are individually evaluated on a quarterly basis, when they do not share similar risk characteristics with the collectively evaluated pools. These loans are analyzed to determine if it is probable that all amounts will not be collected according to the contractual terms of the loan agreement. If management determines that the value of the loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate or a charge-off to the allowance. The Company's policy for recognizing interest income on individually evaluated loans does not differ from its overall policy for interest recognition. Loans held for sale are excluded from consideration as individually evaluated. Loans are generally moved to nonaccrual status when 90 days or more past due. Loans, or portions thereof, are charged-off when deemed uncollectible. The allowance for credit losses as a percent of total loans was 1.30% at September 30, 2025 and 1.29% at December 31, 2024.

The available-for-sale securities portfolio increased by $6,549, from $648,067 at December 31, 2024 to $654,616 at September 30, 2025. Management continually evaluates our securities portfolio in response to established asset/liability management objectives, changing market conditions that could affect profitability, and the level of interest rate risk to which the Company is exposed. These evaluations may cause the Company to change the level of funds it deploys into investment securities and change the composition of its investment securities portfolio. As of September 30, 2025, the Company was in compliance with all pledging requirements.

Premises and equipment, net, decreased $6,256 from December 31, 2024 to September 30, 2025. The decrease was mainly the result of depreciation expenses of $5,201 coupled with maturing operating leases, partially offset by purchases. The decrease in depreciation was mainly attributable to leasing operations as operating leases matured. Since mid-2024, new lease originations have primarily consisted of finance leases which are recorded in Loans on the Consolidated Balance Sheets.

Swap assets decreased $1,624 from December 31, 2024 to September 30, 2025. The decrease was primarily the result of a decline in market value.

Total deposits as of September 30, 2025 and December 31, 2024 were as follows:

| | September 30, 2025 | December 31, 2024 | $ Change | % Change |
|---|---|---|---|---|
| Noninterest-bearing demand | $ 651,934 | $ 695,094 | $ (43,160) | -6.2% |
| Interest-bearing demand | 415,620 | 419,583 | (3,963) | -0.9% |
| Savings and money market | 1,129,985 | 1,126,974 | 3,011 | 0.3% |
| Time deposits | 601,757 | 469,954 | 131,803 | 28.0% |
| Brokered deposits | 431,167 | 500,265 | (69,098) | -13.8% |
| Total Deposits | $ 3,230,463 | $ 3,211,870 | $ 18,593 | 0.6% |

The Company had approximately $512,458 and $431,713 of uninsured deposits as of September 30, 2025 and December 31, 2024, respectively. Uninsured deposit amounts are estimated based on the portions of customer account balances that exceed the FDIC insurance limit of $250.

Total deposits at September 30, 2025 increased $18,593 from December 31, 2024. Noninterest-bearing deposits, brokered deposits, and interest-bearing demand deposits decreased $43,160, $69,098, and $3,963, respectively, from December 31, 2024, while time deposits and savings and money markets increased $131,803 and $3,011, respectively, from December 31, 2024. The decrease in noninterest-bearing deposits was primarily due to a $46,104 decrease in noninterest-bearing business accounts, partially offset by an increase of $5,883 in noninterest-bearing public funds accounts. The decrease in interest-bearing demand deposits was primarily due to a decrease of $16,586 in Jumbo NOW and interest-bearing checking accounts, mostly offset by an increase in interest-bearing public funds accounts of $14,067. The $131,803 increase in time deposits was due to increases of $94,622 in jumbo time deposits and a $43,113 increase in retail time deposits, which were slightly offset by a decrease of $6,779 in reciprocal time deposits. The $3,011 increase in savings and money market accounts was primarily due to a $51,994 increase in business money market accounts, mostly offset by decreases of $36,493 in ICS demand and money market, $724 in retail money market savings, $7,110 in retail statement savings, and $3,958 in business savings accounts. The year-to-date average balance of total deposits increased $190,335, compared to the average balance for the same period in 2024, mainly due to increases of $162,887 in the average balance of demand and savings deposits and $67,482 in time deposits, partially offset by a $40,034 decrease in the average balance of noninterest-bearing deposits.

Short-term FHLB advances decreased $107,000 from December 31, 2024 to September 30, 2025, primarily as a result of the cash received from the capital raise that was completed in the third quarter of 2025.

Swap liabilities decreased $5,416 from December 31, 2024 to September 30, 2025. The decrease was the result of a decrease in fair value of swap liabilities.

Shareholders' equity at September 30, 2025 was $499,028, or 12.1% of total assets, compared to $388,502, or 9.5% of total assets, at December 31, 2024. The increase was a result of net income of $33,943 coupled with $75,666 resulting from the capital raise completed in the third quarter of 2025, partially offset by dividends paid on common shares of $8,553.

Total outstanding common shares at September 30, 2025 were 19,312,726, which increased from 15,487,667 common shares outstanding at December 31, 2024. Common shares outstanding increased due to the issuance of 3,788,238 shares in the capital raise and the grant of 49,857 restricted common shares to certain officers under the Company's 2024 Incentive Plan, partially offset by 8,716 common shares surrendered by officers to the Company to pay taxes upon vesting of restricted shares and 4,320 forfeited shares.

Results of Operations

*Three Months Ended September 30, 2025 and 2024*

The Company had net income of $12,760 for the three months ended September 30, 2025, an increase of $4,394 from net income of $8,366 for the same period of 2024. Basic and diluted earnings per common share were $0.68 for the quarter ended September 30, 2025, compared to $0.53 for the same period of 2024. In the third quarter of 2025, net income was decreased by $554 from non-recurring adjustments resulting from acquisition-related expenses from the previously announced merger with FSB that is expected to close in November 2025. The primary reasons for the changes in net income are explained below.

Net interest income for the three months ended September 30, 2025 was $34,545, an increase of $5,312 from $29,233 for the same period of 2024. This increase was a result of an increase of $2,499 in total interest and dividend income, coupled with a $2,813 decrease in total interest expense. Total interest-earning assets averaged $3,829,484 during the three months ended September 30, 2025, an increase of $123,618 from $3,705,866 for the same period of 2024. The Company's total average interest-bearing liabilities increased from $2,898,978 during the three months ended September 30, 2024 to $2,957,458 during the three months ended September 30, 2025. The Company's fully tax equivalent net interest margin for the three months ended September 30, 2025 and 2024 was 3.58% and 3.16%, respectively.

Total interest and dividend income was $55,240 for the three months ended September 30, 2025, an increase of $2,499 from $52,741 for the same period of 2024. The increase in interest and dividend income is attributable to a $1,820 increase in interest and fees on loans and a $664 increase in interest income on taxable securities. The $1,820 increase in interest and fees on loans is attributable to an increase in the average balance of loans. The average balance of loans increased by $96,149, or 3.2%, to $3,128,033 for the three months ended September 30, 2025, as compared to $3,031,884 for the same period of 2024.

Interest on taxable securities increased $664 to $3,922 for the three months ended September 30, 2025, compared to $3,258 for the same period of 2024. The average balance of taxable securities increased $38,632 to $402,216 for the three months ended September 30, 2025, as compared to $363,584 for the same period of 2024. The yield on taxable securities increased 33 basis points to 3.57% for the three months ended September 30, 2025, compared to 3.24% for the same period of 2024, resulting from the purchase of similar securities to replace matured securities with the new securities having higher rates than when the matured securities were originally purchased. Interest on tax-exempt securities decreased $45 to $2,324 for the three months ended September 30, 2025, compared to $2,369 for the same period of 2024. The average balance of tax-exempt securities decreased $16,532 to $274,722 for the three months ended September 30, 2025, as compared to $291,254 for the same period of 2024. The yield on tax-exempt securities increased 1 basis point to 3.84% for the three months ended September 30, 2025, compared to 3.83% for the same period of 2024.

Total interest expense decreased $2,813, or 12.0%, to $20,695 for the three months ended September 30, 2025, compared to $23,508 for the same period of 2024. For the three months ended September 30, 2025, the average balance of interest-bearing liabilities increased $58,480 to $2,957,458, as compared to $2,898,978 for the same period of 2024. Interest incurred on deposits decreased by $579 to $16,347 for the three months ended September 30, 2025, compared to $16,926 for the same period of 2024. The average balance of interest-bearing deposits increased by $168,934 to $2,574,153 for the three months ended September 30, 2025, as compared to the same period in 2024, slightly offset by a decrease in the rate paid on time deposits from 5.37% in 2024 to 4.01% in 2025. The decrease in rates on time deposits was primarily related to paying lower rates on retail and brokered CDs due to the lower rate environment in the third quarter of 2025 compared to the same period of 2024. Interest expense incurred on short-term FHLB advances decreased mainly due to the cash received from the capital raise which subsequently paid down short-term FHLB advances in the third quarter of 2025 and a decrease in rate paid because of the yield curve shifting downwards in 2025 compared to the same period of 2024.

The following table presents the condensed average balance sheets for the three months ended September 30, 2025 and 2024. The daily average loan amounts outstanding are net of unearned income and include loans held for sale and nonaccrual loans. The average balance of securities is computed using the carrying value of securities. Rates are annualized and taxable equivalent yields are computed using

a 21% tax rate for tax-exempt interest income. The average yield has been computed using the historical amortized cost average balance for available-for-sale securities.

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | | 2024 | | |
| **Assets:** | Average balance | Interest | Yield/ rate* | Average balance | Interest | Yield/ rate* |
| Interest-earning assets: | | | | | | |
| Loans, including fees** | $ 3,128,033 | $ 48,718 | 6.18% | $ 3,031,884 | $ 46,898 | 6.15% |
| Taxable securities | 402,216 | 3,922 | 3.57% | 363,584 | 3,258 | 3.24% |
| Tax-exempt securities | 274,722 | 2,324 | 3.84% | 291,254 | 2,369 | 3.83% |
| Interest-bearing deposits in other banks | 24,513 | 276 | 4.47% | 19,144 | 216 | 4.47% |
| Total interest-earning assets | $ 3,829,484 | $ 55,240 | 5.69% | $ 3,705,866 | $ 52,741 | 5.64% |
| Noninterest-earning assets: | | | | | | |
| Cash and due from financial institutions | 34,261 | | | 36,868 | | |
| Premises and equipment, net | 42,638 | | | 51,342 | | |
| Accrued interest receivable | 14,230 | | | 13,802 | | |
| Intangible assets | 132,503 | | | 134,083 | | |
| Bank owned life insurance | 63,289 | | | 63,190 | | |
| Other assets | 59,667 | | | 57,856 | | |
| Less allowance for loan losses | (40,380) | | | (40,068) | | |
| Total Assets | $ 4,135,692 | | | $ 4,022,939 | | |
| Liabilities and Shareholders Equity: | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| Demand and savings | $ 1,536,897 | $ 5,856 | 1.51% | $ 1,452,850 | $ 4,074 | 1.12% |
| Time | 1,037,256 | 10,491 | 4.01% | 952,369 | 12,852 | 5.37% |
| Short-term FHLB advances | 272,985 | 3,063 | 4.45% | 388,022 | 5,328 | 5.46% |
| Long-term FHLB advances | 1,011 | 7 | 2.59% | 1,697 | 10 | 2.34% |
| Other borrowings | 5,123 | 108 | 8.39% | — | — | 0.00% |
| Subordinated debentures | 104,186 | 1,170 | 4.46% | 104,040 | 1,244 | 4.75% |
| Total interest-bearing liabilities | $ 2,957,458 | $ 20,695 | 2.78% | $ 2,898,978 | $ 23,508 | 3.23% |
| Noninterest-bearing deposits | 662,872 | | | 687,364 | | |
| Other liabilities | 42,369 | | | 55,205 | | |
| Shareholders' Equity | 472,993 | | | 381,392 | | |
| Total Liabilities and Shareholders' Equity | $ 4,135,692 | | | $ 4,022,939 | | |
| Net interest income and interest rate spread[(1)] | | $ 34,545 | 2.91% | | $ 29,233 | 2.41% |
| Net interest margin[(2)] | | | 3.58% | | | 3.16% |

(1) Net interest spread represents the difference between the yield on average interest-earning assets and the cost of interest-bearing liabilities.
(2) Net interest margin represents net interest income divided by average interest-earning assets.
*Average yields are presented on a tax equivalent basis. The tax equivalent effect associated with loans and investments, included in the yields above, was $618 and $630 for the periods ended September 30, 2025 and 2024, respectively.
**Average balance includes nonaccrual loans.

Net interest income may also be analyzed by comparing the volume and rate components of interest income and interest expense. The following table provides an analysis of the changes in interest income and expense between the three months ended September 30, 2025 and 2024.

| | Increase (decrease) due to: | | |
|---|---|---|---|
| | Volume (1) | Rate (1) | Net |
| | (Dollars in thousands) | | |
| Interest income: | | | |
| Loans, including fees | $ 1,496 | $ 324 | $ 1,820 |
| Taxable securities | 300 | 364 | 664 |
| Tax-exempt securities | (56) | 11 | (45) |
| Interest-bearing deposits in other banks | 60 | — | 60 |
| Total interest income | $ 1,800 | $ 699 | $ 2,499 |
| Interest expense: | | | |
| Demand and savings | $ 247 | $ 1,535 | $ 1,782 |
| Time | 1,070 | (3,431) | (2,361) |
| Short-term FHLB advances | (1,401) | (864) | (2,265) |
| Long-term FHLB advances | (5) | 2 | (3) |
| Other borrowings | 108 | — | 108 |
| Subordinated debentures | 2 | (76) | (74) |
| Total interest expense | $ 21 | $ (2,834) | $ (2,813) |
| Net interest income | $ 1,779 | $ 3,533 | $ 5,312 |

(1)The change in interest income and interest expense due to changes in both volume and rate, which cannot be segregated, has been allocated proportionately to the change due to volume and the change due to rate.

The Company provides for credit losses through regular provisions to the allowance for credit losses. During the three months ended September 30, 2025, the Company recorded a provision for credit losses for loans and off-balance sheet credit exposures of $200, a decrease of $821, from $1,021 during the three months ended September 30, 2024.

Noninterest income for the three month periods ended September 30, 2025 and 2024 was as follows:

| | Three Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2025 | 2024 | $ Change | % Change |
| Service charges | $ 1,667 | $ 1,595 | $ 72 | 4.5% |
| Net gain (loss) on equity securities | 255 | 223 | 32 | 14.3% |
| Net gain on sale of loans and leases | 1,450 | 1,427 | 23 | 1.6% |
| ATM/Interchange fees | 1,435 | 1,402 | 33 | 2.4% |
| Wealth management fees | 1,402 | 1,443 | (41) | -2.8% |
| Lease revenue and residual income | 1,934 | 2,428 | (494) | -20.3% |
| Bank owned life insurance | 666 | 717 | (51) | -7.1% |
| Swap fees | — | 43 | (43) | -100.0% |
| Other | 824 | 821 | 3 | 0.3% |
| Total noninterest income | $ 9,633 | $ 10,099 | $ (466) | -4.6% |

Total noninterest income for the three months ended September 30, 2025 was $9,633, a decrease of $466, or 4.6%, from $10,099 for the same period of 2024. Lease revenue and residual income decreased $494 for the three months ended September 30, 2025, compared

to the same period of 2024, mainly due to leasing originations being strategically curtailed in 2025 resulting from the CLF core system conversion. The core system conversion was completed late in the second quarter of 2025.

Noninterest expense for the three month periods ended September 30, 2025 and 2024 was as follows:

| | Three Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2025 | 2024 | $ Change | % Change |
| Compensation expense | $ 15,161 | $ 15,726 | $ (565) | -3.6% |
| Net occupancy expense | 1,466 | 1,293 | 173 | 13.4% |
| Contracted data processing | 559 | 636 | (77) | -12.1% |
| FDIC Assessment | 627 | 560 | 67 | 12.0% |
| State franchise tax | 536 | 480 | 56 | 11.7% |
| Professional services | 1,225 | 1,134 | 91 | 8.0% |
| Equipment expense | 2,205 | 2,345 | (140) | -6.0% |
| ATM/Interchange expense | 755 | 616 | 139 | 22.6% |
| Marketing | 391 | 716 | (325) | -45.4% |
| Amortization of core deposit intangibles | 318 | 363 | (45) | -12.4% |
| Software maintenance expense | 1,480 | $ 1,203 | 277 | 23.0% |
| Other | 3,604 | $ 3,323 | 281 | 8.5% |
| Total noninterest expense | $ 28,327 | $ 28,395 | $ (68) | -0.2% |

Total noninterest expense for the three months ended September 30, 2025 was $28,327, a decrease of $68, or 0.2%, from $28,395 reported for the same period of 2024. The decrease in total noninterest expense was primarily due to decreases in compensation and marketing expenses, mostly offset by increases in software maintenance and other expenses. The decrease in compensation expense was primarily due to an increase in the deferral of salaries and wages related to the loan originations in the third quarter of 2025. The decrease in marketing expense was mainly due to lower marketing and promotional expenses related to advertising and product marketing. The increase in software maintenance expenses was primarily a function of the renewal of current contracts at higher levels as we continue to enhance our systems and products to meet customer demand as well as create efficiencies for our employees. The increase in other expenses are mainly related to the non-recurring acquisition-related expense for the FSB Merger.

Income tax expense for the three months ended September 30, 2025 totaled $2,891, up $1,340 compared to the same period of 2024. The effective tax rates for the three month periods ended September 30, 2025 and 2024 were 18.5% and 15.6%, respectively. The increase in the effective tax rate for the three month period ended September 30, 2025, was primarily due to an increase in the forecasted pre-tax income outpacing the permanent differences for 2025, thus, creating more taxable income at the statutory tax rate of 21% and increasing the Company's effective tax rate. The difference between the statutory federal income tax rate and the Company's effective tax rate is the permanent tax differences, primarily consisting of tax-exempt interest income from municipal investments and loans, low-income housing tax credits, tax-deductible captive insurance premiums and bank owned life insurance income.

*Nine Months Ended September 30, 2025 and 2024*

The Company had net income of $33,943 for the nine months ended September 30, 2025, an increase of $12,153 from net income of $21,790 for the same nine months of 2024. Basic and diluted earnings per common share were $2.04 for the nine months ended September 30, 2025, compared to $1.39 for the same period in 2024. The primary reasons for the changes in net income are explained below.

Net interest income for the nine months ended September 30, 2025 was $102,132, an increase of $16,776, from $85,356 for the same nine months of 2024. This increase was a result of an increase of $11,782 in total interest and dividend income, coupled with a $4,994 decrease in total interest expense. Total interest-earning assets averaged $3,824,289 during the nine months ended September 30, 2025, an increase of $197,921 from $3,626,368 for the same period of 2024. The Company's total average interest-bearing liabilities increased from $2,811,188 during the nine months ended September 30, 2024 to $3,007,668 during the nine months ended September 30, 2025. The Company's fully tax equivalent net interest margin for the nine months ended September 30, 2025 and 2024 was 3.58% and 3.16%, respectively. Net interest income was increased $1,621 in the nine months ended September 30, 2025, as a result of the non-recurring adjustments from the CLF core system conversion.

Total interest and dividend income increased $11,782 to $165,244 for the nine months ended September 30, 2025. This change was the result of an increase in the average balance of loans, accompanied by a higher yield on the portfolio. The average balance of loans increased by $162,261, or 5.5%, to $3,121,292 for the nine months ended September 30, 2025, as compared to $2,959,031 for the nine months ended September 30, 2024. The loan yield increased to 6.27% for 2025, from 6.15% in 2024.

Interest on taxable securities increased $1,966 to $11,228 for the nine months ended September 30, 2025, compared to $9,262 for the same period in 2024. The average balance of taxable securities increased $45,762 to $401,091 for the nine months ended September 30, 2025, as compared to $355,329 for the nine months ended September 30, 2024. The yield on taxable securities increased 31 basis points to 3.43% for 2025, compared to 3.12% for 2024. Interest on tax-exempt securities decreased $114 to $7,002 for the nine months ended September 30, 2025, compared to $7,116 for the same period in 2024. The average balance of tax-exempt securities decreased $11,921 to $279,668 for the nine months ended September 30, 2025, as compared to $291,589 for the nine months ended September 30, 2024. The yield on tax-exempt securities increased 3 basis points to 3.88% for 2025, compared to 3.85% for 2024.

Total interest expense decreased $4,994, or 7.3%, to $63,112 for the nine months ended September 30, 2025, compared to $68,106 for the same period in 2024. The change in interest expense can be attributed to a decrease in rate, mostly offset by an increase in the average balance of interest-bearing liabilities. For the nine months ended September 30, 2025, the average balance of interest-bearing liabilities increased $196,480 to $3,007,668, compared to $2,811,188 for the nine months ended September 30, 2024. Interest incurred on deposits decreased $797 to $47,621 for the nine months ended September 30, 2025, compared to $48,418 for the same period in 2024. The average balance of interest-bearing deposits increased by $230,369 for the nine months ended September 30, 2025, as compared to the same period in 2024. The rate paid on demand and savings accounts increased from 1.07% in 2024 to 1.48% in 2025, while the rate paid on time deposits decreased from 5.37% in 2024 to 4.09% in 2025. In addition, for the nine months ended September 30, 2025, the average balance of short-term FHLB balances decreased $39,064 to $346,737 from $385,801 compared to the same period in 2024, resulting from the aforementioned cash generated from the capital raise. The rate paid on subordinated debentures decreased 30 basis points for the nine months ended September 30, 2025, as compared to the same period in 2024.

The following table presents the condensed average balance sheets for the nine months ended September 30, 2025 and 2024. The daily average loan amounts outstanding are net of unearned income and include loans held for sale and nonaccrual loans. The average balance of securities is computed using the carrying value of securities. Rates are annualized and taxable equivalent yields are computed using a 21% tax rate for tax-exempt interest income. The average yield has been computed using the historical amortized cost average balance for available-for-sale securities.

| | Nine Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | | 2024 | | |
| Assets: | Average balance | Interest | Yield/ rate* | Average balance | Interest | Yield/ rate* |
| Interest-earning assets: | | | | | | |
| Loans, including fees** | $ 3,121,292 | $ 146,336 | 6.27% | 2,959,031 | 136,328 | 6.15% |
| Taxable securities | 401,091 | 11,228 | 3.43% | 355,329 | 9,262 | 3.12% |
| Tax-exempt securities | 279,668 | 7,002 | 3.88% | 291,589 | 7,116 | 3.85% |
| Interest-bearing deposits in other banks | 22,238 | 678 | 4.07% | 20,419 | 756 | 4.93% |
| Total interest-earning assets | $ 3,824,289 | $ 165,244 | 5.75% | $ 3,626,368 | $ 153,462 | 5.61% |
| Noninterest-earning assets: | | | | | | |
| Cash and due from financial institutions | 39,232 | | | 34,807 | | |
| Premises and equipment, net | 44,563 | | | 53,318 | | |
| Accrued interest receivable | 13,908 | | | 13,254 | | |
| Intangible assets | 132,883 | | | 134,474 | | |
| Bank owned life insurance | 63,171 | | | 62,176 | | |
| Other assets | 59,410 | | | 61,225 | | |
| Less allowance for loan losses | (40,295) | | | (38,876) | | |
| Total Assets | $ 4,137,161 | | | $ 3,946,746 | | |
| Liabilities and Shareholders Equity: | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| Demand and savings | $ 1,554,969 | $ 17,216 | 1.48% | $ 1,392,082 | $ 11,113 | 1.07% |
| Time | 994,788 | 30,405 | 4.09% | 927,306 | 37,305 | 5.37% |
| Short-term FHLB advance | 346,737 | 11,595 | 4.47% | 385,801 | 15,921 | 5.51% |
| Long-term FHLB advance | 1,225 | 24 | 2.57% | 2,000 | 35 | 2.34% |
| Other borrowings | 5,804 | 376 | 8.67% | — | — | — |
| Subordinated debentures | 104,145 | 3,496 | 4.49% | 103,999 | 3,732 | 4.79 % |
| Total interest-bearing liabilities | $ 3,007,668 | $ 63,112 | 2.81% | $ 2,811,188 | $ 68,106 | 3.24% |
| Noninterest-bearing deposits | 662,662 | | | 702,696 | | |
| Other liabilities | 42,910 | | | 60,282 | | |
| Shareholders' Equity | 423,921 | | | 372,580 | | |
| Total Liabilities and Shareholders' Equity | $ 4,137,161 | | | $ 3,946,746 | | |
| Net interest income and interest rate spread[1] | | $ 102,132 | 2.94% | | $ 85,356 | 2.37% |
| Net interest margin[2] | | | 3.58% | | | 3.16% |

(1) Net interest spread represents the difference between the yield on average interest-earning assets and the cost of interest-bearing liabilities.
(2) Net interest margin represents net interest income divided by average interest-earning assets.
*Average yields are presented on a tax equivalent basis. The tax equivalent effect associated with loans and investments, included in the yields above, was $1.9 million and $1.9 million for the periods ended September 30, 2025 and 2024, respectively.
**Average balance includes nonaccrual loans.

Net interest income may also be analyzed by comparing the volume and rate components of interest income and interest expense. The following table provides an analysis of the changes in interest income and expense between the nine months ended September 30, 2025 and 2024. The table is presented on a fully tax-equivalent basis.

| | Increase (decrease) due to: | | |
|---|---|---|---|
| | Volume (1) | Rate (1) | Net |
| | (Dollars in thousands) | | |
| Interest income: | | | |
| Loans, including fees | $ 7,575 | $ 2,433 | $ 10,008 |
| Taxable securities | 998 | 968 | 1,966 |
| Tax-exempt securities | (152) | 38 | (114) |
| Interest-bearing deposits in other banks | 63 | (141) | (78) |
| Total interest income | $ 8,484 | $ 3,298 | $ 11,782 |
| Interest expense: | | | |
| Demand and savings | $ 1,417 | $ 4,686 | $ 6,103 |
| Time | 2,563 | (9,463) | (6,900) |
| Short-term FHLB advance | (1,506) | (2,820) | (4,326) |
| Long-term FHLB advance | (15) | 4 | (11) |
| Other borrowings | 376 | — | 376 |
| Subordinated debentures | 5 | (241) | (236) |
| Repurchase agreements | — | — | — |
| Total interest expense | $ 2,840 | $ (7,834) | $ (4,994) |
| Net interest income | $ 5,644 | $ 11,132 | $ 16,776 |

(1)The change in interest income and interest expense due to changes in both volume and rate, which cannot be segregated, has been allocated proportionately to the change due to volume and the change due to rate.

The Company provides for credit losses through regular provisions to the allowance for credit losses. During the nine months ended September 30, 2025, the Company recorded a provision for credit losses and off-balance sheet credit exposures of $2,792, a decrease of $1,876, from $4,668 during the nine months ended September 30, 2024.

Noninterest income for the nine months ended September 30, 2025 and 2024 was as follows:

| | Nine Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2025 | 2024 | $ Change | % Change |
| Service charges | $ 4,756 | $ 4,523 | $ 233 | 5.2% |
| Net gain (loss) on equity securities | 152 | 156 | (4) | 2.6% |
| Net gain on sale of loans and leases | 2,895 | 3,179 | (284) | -8.9% |
| ATM/Interchange fees | 4,179 | 4,201 | (22) | -0.5% |
| Wealth management fees | 4,067 | 4,055 | 12 | 0.3% |
| Lease revenue and residual income | 4,356 | 7,630 | (3,274) | -42.9% |
| Bank owned life insurance | 1,438 | 1,434 | 4 | 0.3% |
| Swap fees | 125 | 165 | (40) | -24.2% |
| Other | 2,114 | 3,390 | (1,276) | -37.6% |
| Total noninterest income | $ 24,082 | $ 28,733 | $ (4,651) | -16.2% |

Total noninterest income for the nine months ended September 30, 2025 was $24,082, a decrease of $4,651, or 16.2%, from $28,733 for the same period of 2024. Lease revenue and residual income decreased $3,274 for the nine months ended September 30, 2025, compared to the same period of 2024, mainly due to curtailing lease originations in 2025 while CLF implemented a new core operating system coupled with stronger lease originations in 2024, and a one-time non-recurring adjustment decreasing leasing revenue by $1,044 associated with CLF's core system conversion. Other income decreased $1,276 for the nine months ended September 30, 2025, compared to the same period of 2024, mostly related to lower fee revenue from CLF.

The components of noninterest expense for the nine month periods ended September 30, 2025 and 2024 are as follows:

| | Nine Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2025 | 2024 | $ Change | % Change |
| Compensation expense | $ 44,216 | $ 46,922 | $ (2,706) | -5.8% |
| Net occupancy expense | 4,519 | 3,959 | 560 | 14.1% |
| Contracted data processing | 1,662 | 1,740 | (78) | -4.5% |
| FDIC Assessment | 2,189 | 1,592 | 597 | 37.5% |
| State franchise tax | 1,696 | 1,444 | 252 | 17.5% |
| Professional services | 5,113 | 3,532 | 1,581 | 44.8% |
| Equipment expense | 6,072 | 7,314 | (1,242) | -17.0% |
| ATM/Interchange expense | 2,018 | 1,873 | 145 | 7.7% |
| Marketing | 976 | 1,640 | (664) | -40.5% |
| Amortization of core deposit intangibles | 988 | 1,120 | (132) | -11.8% |
| Software maintenance expense | 4,051 | 3,568 | 483 | 13.5% |
| Other | 9,435 | 9,521 | (86) | -0.9% |
| Total noninterest expense | $ 82,935 | $ 84,225 | $ (1,290) | -1.5% |

Total noninterest expense for the nine months ended September 30, 2025 was $82,935, a decrease of $1,290, or 1.5%, from $84,225 reported for the same period of 2024. The decrease in total noninterest expense was primarily due to decreases in compensation expense and equipment expense, somewhat offset by increases in professional services. The decrease in compensation expense was primarily due to an increase in the deferral of salaries and wages related to loan originations in the first nine months of 2025 coupled with a decrease in the average number of full-time equivalent employees to 523 at September 30, 2025, compared to 531 for the same period of 2024, resulting in lower compensation and benefits costs. The decrease in equipment expense was primarily due to the $1,616 decrease in expenses related to operating lease contracts, which was partially offset by $737 in depreciation expense recorded to write down the net book value of certain assets identified as no longer in use. The increase in professional fees was attributable to utilizing consultants to assist in the transitioning of the new core operating system at CLF.

Income tax expense for the nine months ended September 30, 2025 totaled $6,544, up $3,138 compared to the same period of 2024. The effective tax rates for the nine months ended September 30, 2025 and 2024 were 16.2% and 13.5%, respectively. The increase in the effective tax rate for the nine month period ended September 30, 2025, was primarily due to an increase in the forecasted pre-tax income outpacing the permanent differences for 2025, thus, creating more taxable income at the statutory tax rate of 21% and increasing the Company's effective tax rate. The difference between the statutory federal income tax rate and the Company's effective tax rate is the permanent tax differences, primarily consisting of tax-exempt interest income from municipal investments and loans, low-income housing tax credits, tax-deductible captive insurance premiums and bank owned life insurance income.

Capital Resources

Shareholders' equity totaled $499,028 at September 30, 2025, compared to $388,502 at December 31, 2024. Shareholders' equity increased during the first nine months of 2025 as a result of net income of $33,943 coupled with $75,666 resulting from the capital raise completed in the third quarter of 2025, partially offset by dividends on common shares of $8,553.

All of the Company's capital ratios exceeded the regulatory minimum guidelines as of September 30, 2025 and December 31, 2024 as identified in the following table:

| | Total Risk Based Capital | Tier I Risk Based Capital | CET1 Risk Based Capital | Leverage Ratio |
|---|---|---|---|---|
| Company Ratios—September 30, 2025 | 17.8% | 14.2% | 13.3% | 11.0% |
| Company Ratios—December 31, 2024 | 13.9% | 10.4% | 9.5% | 8.6% |
| For Capital Adequacy Purposes | 8.0% | 6.0% | 4.5% | 4.0% |
| To Be Well Capitalized Under Prompt Corrective Action Provisions | 10.0% | 8.0% | 6.5% | 5.0% |

Liquidity

The Company maintains a conservative liquidity position. All securities, with the exception of equity securities, are classified as available-for-sale. Securities, with maturities of one year or less, totaled $29,753, or 4.55% of the total securities portfolio, at September 30, 2025. The available-for-sale securities portfolio helps to provide the Company with the ability to meet its funding needs. The Condensed Consolidated Statements of Cash Flows (Unaudited) contained in the Consolidated Financial Statements detail the Company's cash flows from operating activities resulting from net earnings.

As reported in the Condensed Consolidated Statements of Cash Flows (Unaudited), our cash flows are classified for financial reporting purposes as operating, investing or financing cash flows. Net cash provided by operating activities was $33,661 and $25,850 for the nine months ended September 30, 2025 and 2024, respectively. The primary additions to cash from operating activities are from proceeds from the sale of loans. The primary use of cash from operating activities is from loans originated for sale. Net cash used for investing activities was $10,457 and $187,303 for the nine months ended September 30, 2025 and 2024, respectively, principally reflecting our loan and investment security activities. Cash (used)/provided by financing activities was ($23,593) and $175,709 for the nine months ended September 30, 2025 and 2024, respectively. The primary changes in financing activities is the decrease in short-term FHLB advances and the payment of common dividends, mostly offset by cash provided by proceeds from the capital raise as well as an increase in deposits.

Future loan demand of Civista may be funded by increases in deposit accounts, proceeds from payments on existing loans, the maturity of securities, and the sale of securities classified as available-for-sale. Additional sources of funds may also come from borrowing in the Federal Funds market and/or borrowing from the FHLB. Through its correspondent banks, Civista maintains federal funds borrowing lines totaling $50,000. As of September 30, 2025, Civista had total credit availability with the FHLB of $966,116 with standby letters of credit totaling $115,000 and a remaining borrowing capacity of approximately $618,147. In addition, CBI maintains a credit line with a third party lender totaling $10,000. No borrowings were outstanding by CBI under this credit line as of September 30, 2025.

**ITEM 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company's primary market risk exposure is interest-rate risk and, to a lesser extent, liquidity risk. All of the Company's transactions are denominated in U.S. dollars with no specific foreign exchange exposure.

Interest-rate risk is the exposure of a banking organization's financial condition to adverse movements in interest rates. Accepting this risk can be an important source of profitability and shareholder value. However, excessive levels of interest-rate risk can pose a significant threat to the Company's earnings and capital base. Accordingly, effective risk management that maintains interest-rate risk at prudent levels is essential to the Company's safety and soundness.

Evaluating a financial institution's exposure to changes in interest rates includes assessing both the adequacy of the management process used to control interest-rate risk and the organization's quantitative level of exposure. When assessing the interest-rate risk management process, the Company seeks to ensure that appropriate policies, procedures, management information systems and internal controls are in place to maintain interest-rate risk at prudent levels with consistency and continuity. Evaluating the quantitative level of interest rate risk exposure requires the Company to assess the existing and potential future effects of changes in interest rates on its consolidated financial condition, including capital adequacy, earnings, liquidity and, where appropriate, asset quality.

The Federal Reserve Board, together with the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation, issue policy statements and guidance on sound practices for managing interest-rate risk, which form the basis for ongoing evaluation of the adequacy of interest-rate risk management at supervised institutions. The guidance also outlines fundamental elements of sound management and discusses the importance of these elements in the context of managing interest-rate risk. The guidance emphasizes the need for active board of director and senior management oversight and a comprehensive risk-management process that effectively identifies, measures, and controls interest-rate risk.

Financial institutions derive their income primarily from the excess of interest collected over interest paid. The rates of interest an institution earns on its assets and owes on its liabilities generally are established contractually for a period of time. Since market interest rates change over time, an institution is exposed to lower profit margins (or losses) if it cannot adapt to interest-rate changes. For example, assume that an institution's assets carry intermediate- or long-term fixed rates and that those assets were funded with short-term liabilities. If market interest rates rise by the time the short-term liabilities must be refinanced, the increase in the institution's interest expense on its liabilities may not be sufficiently offset if assets continue to earn at the long-term fixed rates. Accordingly, an institution's profits could decrease on existing assets because the institution will have either lower net interest income or, possibly, net interest expense. Similar risks exist when assets are subject to contractual interest-rate ceilings, or rate sensitive assets are funded by longer-term, fixed-rate liabilities in a decreasing-rate environment.

Several techniques may be used by an institution to minimize interest-rate risk. One approach used by the Company is to periodically analyze its assets and liabilities and make future financing and investment decisions based on payment streams, interest rates, contractual maturities, and estimated sensitivity to actual or potential changes in market interest rates. Such activities fall under the broad definition of asset/liability management. The Company's primary asset/liability management technique is the measurement of the Company's asset/liability gap, that is, the difference between the cash flow amounts of interest sensitive assets and liabilities that will be refinanced (or repriced) during a given period. For example, if the asset amount to be repriced exceeds the corresponding liability amount for a certain day, month, year, or longer period, the institution is in an asset sensitive gap position. In this situation, net interest income would increase if market interest rates rose or decrease if market interest rates fell. If, alternatively, more liabilities than assets will reprice, the institution is in a liability sensitive position. Accordingly, net interest income would decline when rates rose and increase when rates fell. Also, these examples assume that interest rate changes for assets and liabilities are of the same magnitude, whereas actual interest rate changes generally differ in magnitude for assets and liabilities.

Several ways an institution can manage interest-rate risk include selling existing assets or repaying certain liabilities; matching repricing periods for new assets and liabilities, for example, by shortening terms of new loans or securities; and hedging existing assets, liabilities, or anticipated transactions. An institution might also invest in more complex financial instruments intended to hedge or otherwise change interest-rate risk. Interest rate swaps, futures contracts, options on futures, and other such derivative financial instruments often are used for this purpose. Because these instruments are sensitive to interest rate changes, they require management expertise to be effective. Financial institutions are also subject to prepayment risk in falling rate environments. For example, mortgage loans and other financial assets may be prepaid by a debtor so that the debtor may refinance its obligations at new, lower rates. Prepayments of assets carrying higher rates reduce the Company's interest income and overall asset yields. A large portion of an institution's liabilities may be short-term or due on demand, while most of its assets may be invested in long-term loans or securities. Accordingly, the Company seeks to have in place, sources of cash to meet short-term demands. These funds can be obtained by increasing deposits, borrowing, or selling assets. FHLB advances and wholesale borrowings may also be used as important sources of liquidity for the Company.

The following table provides information about the Company's financial instruments that were sensitive to changes in interest rates as of December 31, 2024 and September 30, 2025, based on certain prepayment and account decay assumptions that management believes are reasonable. The table shows the changes in the Company's net portfolio value (in amount and percent) that would result from hypothetical interest rate increases of up to 400 basis points from 100 basis points and interest rate decreases of 100 basis points and up to 400 basis points at September 30, 2025 and December 31, 2024.

| | Net Portfolio Value | | | | | |
|---|---|---|---|---|---|---|
| | September 30, 2025 | | | December 31, 2024 | | |
| Change in Rates | Dollar Amount | Dollar Change | Percent Change | Dollar Amount | Dollar Change | Percent Change |
| +400bp | 783,947 | 63,867 | 8.9% | 649,236 | 46,009 | 7.6% |
| +300bp | 772,004 | 51,924 | 7.2% | 640,723 | 37,496 | 6.2% |
| +200bp | 758,117 | 38,037 | 5.3% | 630,945 | 27,718 | 4.6% |
| +100bp | 742,189 | 22,109 | 3.1% | 620,021 | 16,794 | 2.8% |
| Base | 720,080 | — | 0.0% | 603,227 | — | 0.0% |
| -100bp | 704,692 | (15,388) | (2.1%) | 584,528 | (18,699) | (3.1%) |
| -200bp | 686,262 | (33,818) | (4.7%) | 556,163 | (47,064) | (7.8%) |
| -300bp | 710,907 | (9,173) | (1.3%) | 530,688 | (72,539) | (12.0%) |
| -400bp | 803,744 | 83,664 | 11.6% | 593,087 | (10,140) | (1.7%) |

The change in net portfolio value from December 31, 2024 to September 30, 2025, can be attributed to a couple of factors. The volume of assets and funding sources has changed, but the asset mix remains centered on loan and deposits. The volume of loans and deposits has increased, while the volume of short-term FHLB advances has decreased. The volume shifts from the end of the year contributed to an increase in the base net portfolio value. Additionally, the Company completed its underwritten public offering of common shares in the third quarter of 2025 resulting in aggregate net proceeds of approximately $75.7 million. Beyond the change in the base level of net portfolio value, projected movements in rates, up or down, would also lead to changes in market values. The change in the rates up scenarios for the 100, 200, 300 and 400 basis point movements would lead to a slightly larger increase in the market value of liabilities than assets. Accordingly, the Company sees an increase in the net portfolio value. The change in the rates down scenarios for the 100 and 200 basis point movements would lead to a larger decrease in the market value of liabilities than in assets, leading to a decrease in the net portfolio value with the exception of the down 300 and 400 basis point which has a higher market value of assets then liabilities.

**ITEM 4. Controls and Procedures**

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive and our principal financial officers, the Company evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures as of September 30, 2025, were effective.

Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II—Other Information

**Item 1. Legal Proceedings**

In the ordinary course of their respective businesses, CBI or Civista or their respective properties may be named or otherwise subject as a plaintiff, defendant or other party to various pending and threatened legal proceedings and various actual and potential claims. In view of the inherent difficulty of predicting the outcome of such matters, the Company cannot state what the eventual outcome of any such matters will be. However, based on current knowledge and after consultation with legal counsel, management believes that damages, if any, and other amounts related to pending legal proceedings will not have a material adverse effect on the consolidated financial position, results of operations or liquidity of CBI or Civista.

**Item 1A. Risk Factors**

There were no material changes during the current period to the risk factors disclosed 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, 2024, as supplemented by "Item 1A. Risk Factors" of Part II of the Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2025 and June 30, 2025.

**Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities**

The following table details repurchases by the Company and purchases by "affiliated purchasers" as defined in Rule 10b-18(a)(3) under the Exchange Act of the Company's common shares during the third quarter ended September 30, 2025.

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares (Units) that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| July 1, 2025 - July 31, 2025 | — | $ — | — | $ 12,003,223 |
| August 1, 2025 - August 31, 2025 | — | $ — | — | $ 12,003,223 |
| September 1, 2025 - September 30, 2025 | — | $ — | — | $ 12,003,223 |
| Total | — | $ — | — | $ 12,003,223 |

On April 15, 2025, the Company announced a new common share repurchase program pursuant to which the Company is authorized to repurchase a maximum aggregate value of $13.5 million of its outstanding common shares through April 15, 2026. An aggregate of $12,003,223 of common shares remained available for repurchases under this program as of September 30, 2025.

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Mine Safety Disclosures**

Not applicable

**Item 5. Other Information**

Rule 10b5-1 Trading Plans

During the quarter ended September 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

**Item 6. Exhibits**

| Exhibit | Description | Location |
|---|---|---|
| 2.1 | Agreement and Plan of Merger, dated January 10, 2022, by and between Civista Bancshares, Inc. and Comunibanc Corp. | Filed as Exhibit 2.1 to Civista Bancshares, Inc.'s Current Report on Form 8-K dated and filed on January 10, 2022 and incorporated herein by reference. (File No. 001-36192) |
| 2.2 | Stock Purchase Agreement, dated as of September 29, 2022, by and among Civista Bancshares, Inc., Civista Bank, Vision Financial Group, Inc. and Frederick Summers | Filed as Exhibit 2.1 to Civista Bancshares, Inc.'s Current Report on Form 8-K dated September 29, 2022 and filed on September 30, 2022 and incorporated herein by reference. (File No. 001-36192) |
| 2.3 | Agreement and Plan of Merger, dated as of July 10, 2025, by and among Civista Bancshares, Inc., Civista Bank and The Farmers Savings Bank. | Filed as Exhibit 2.1 to Civista Bancshares, Inc.'s Current Report on Form 8-K dated and filed on July 11, 2025 and incorporated herein by reference. (File No. 001-36192) |
| 3.1 | Second Amended and Restated Articles of Incorporation of Civista Bancshares, Inc., as filed with the Ohio Secretary of State on November 15, 2018. | Filed as Exhibit 3.1 to Civista Bancshares, Inc.'s Current Report on Form 8-K dated November 15, 2018 and filed on November 16, 2018 and incorporated herein by reference. (File No. 001-36192) |
| 3.2 | Second Amended and Restated Code of Regulations of Civista Bancshares, Inc. (adopted July 22, 2025) | Filed as Exhibit 3.1 to Civista Bancshares, Inc.'s Current Report on Form 8-K dated July 22, 2025 and filed on July 28, 2025 and incorporated herein by reference. (File No. 001-36192) |
| 31.1 | Rule 13a-14(a)/15-d-14(a) Certification of Chief Executive Officer. | Included herewith |
| 31.2 | Rule 13a-14(a)/15-d-14(a) Certification of Principal Accounting Officer. | Included herewith |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Included herewith |
| 32.2 | Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Included herewith |
| 101.INS | Inline XBRL Instance Document-the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document | Included herewith |
| 101.SCH | Inline XBRL Taxonomy Extension Schema with Embedded Linkbase Documents | Included herewith |
| 104 | Cover page formatted in Inline Extensible Business Reporting Language. | Included herewith |

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Civista Bancshares, Inc.

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|---|---|
| /s/ Dennis G. Shaffer | November 5, 2025 |
| Dennis G. Shaffer<br>Chief Executive Officer and President | Date |
| /s/ Ian Whinnem | November 5, 2025 |
| Ian Whinnem<br>Senior Vice President and Chief Financial Officer | Date |