

Approved First Citizens Banc Corp Board: \_\_\_\_\_

Adopted Citizens Board of Directors: \_\_\_\_\_

## **WHISTLEBLOWER POLICY** **ACCOUNTING CONCERNS**

### **Introduction**

It is the policy of First Citizens Banc Corp (the “Company”) that its reported financial information be accurate and complete in all material respects. This policy is to ensure achievement of this goal, encourage proper individual conduct relating to accounting or auditing matters, and provide a means for early detection of problematic situations related to accounting or auditing matters before they have serious consequences.

This policy provides a process for the anonymous submission of suspected wrongdoing (whistleblowing) to any employee of the Company or of any subsidiary of the Company, supplier, customer, and any other person who have concerns about internal auditing controls or questionable accounting or auditing matters and desires to report these concerns.

Following are procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

### **1. Scope of Matters Covered by These Procedures**

These procedures relate to complaints or concerns regarding accounting, internal accounting controls or auditing matters of the Company (“Complaints”), including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording or maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company’s internal accounting controls;
- Misrepresentations or false statements to or by an officer of the Company or an accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from reporting of the Company’s financial condition as required by applicable laws and regulations.

### **2. Submission and Receipt of Complaints**

All Complaints will be kept confidential to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. The Complaint may, at the

discretion of the person submitting the Complaint, be submitted anonymous. Regardless, the Complaint **MUST INCLUDE A MEANS** to respond to the Complaint.

- A person with a Complaint should promptly report it in writing to the Company's General Counsel, James E. McGookey. Complaints may be submitted:
  - a. By mail. Address the envelope to either: The Citizens Banking Company, 100 East Water Street, Sandusky, Ohio 44870, Attn: Mr. James E. McGookey, or Mr. James E. McGookey, 409 Portside Drive, Sandusky, Ohio 44870.
  - b. By inter-office mail. Place the written complaint in an inter-office mail envelope and address it to the attention of Mr. McGookey at the Water Street office;
  - c. Telephonically. Mr. McGookey may be reached by dialing 419-627-4690 or toll free 888-645-4121;
  - d. Electronically. Send e-mails to Mr. McGookey at [jmcgookey@fcza.com](mailto:jmcgookey@fcza.com); or
  - e. Fax. The fax number is 419-627-3359.
- Employees who have Complaints may, rather than submitting such Complaints directly to General Counsel, submit them confidentially and anonymously to the Chairman of the ~~its~~ Audit Committee, or to any member of that Committee. The members of the Audit Committee are as follows:

Mr. Allen R. Nickles, *Chairperson*  
422 West Market Street  
Sandusky, Ohio 44870  
419-625-4942  
E-mail: [arn@pncpa.biz](mailto:arn@pncpa.biz)

Mr. John O. Bacon  
124 Warren Street  
Sandusky, Ohio 44870  
419-626-6225, Ext. 3700  
E-mail: [JohnO@MackIron.com](mailto:JohnO@MackIron.com)

Mr. John J. Pfeiffer  
1231 Wayne Street  
Sandusky, Ohio 44807  
419-621-1220  
E-mail: [seajaynorth@aol.com](mailto:seajaynorth@aol.com)

Mr. Daniel J. White  
38 Eagle Creek Drive  
Norwalk, Ohio 44857  
708-234-2038  
E-mail: [dabk@accnorwalk.com](mailto:dabk@accnorwalk.com)

Mr. Thomas A. Depler  
Six Water Street  
Shelby, Ohio 44875  
419-342-5116  
E-mail: [tedpler@neo.rr.com](mailto:tedpler@neo.rr.com)

Each of these persons is an independent third party who will coordinate delivery of Complaints to the Audit Committee or appropriate Company personnel. This provides a means for submission of Complaints involving senior management without filtering by any management person or other entity personnel.

Any supervisor or other employee who receives a report of such concerns should refer the information received to one of those to whom reports are to be given in accordance with this policy.

Each Complaint shall be logged on the Whistleblower Tracking Matrix (Attachment A) by a person as designated by the Audit Committee. This person shall note, on the Complaint: the date of receipt, the date the Complaint was listed on the Whistleblower Tracking Matrix, and the date of submission to the Audit Committee.

### **3. Complaints**

All Complaints shall be submitted, if possible, using “Complaint/Concern Regarding Accounting, Internal Accounting Controls or Auditing Matters” form (Attachment B). To assist the Company in the response or investigation of a Complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. It is less likely that the Company will be able to conduct an investigation based on a Complaint that contains unspecified wrongdoing or broad allegations with verifiable evidentiary support. Without limiting the foregoing, the Complaint should, to the extent possible, contain the following information:

- The alleged event, matter or issue that is the subject of the Complaint;
- The name(s) of the person(s) involved;
- If the Complaint involves a specific event or events, the approximate time and location of each event; and
- Any additional information, documentation or other evidence available to support the Complaint.

### **4. Retention of Complaints**

All Complaints shall be kept in a Complaint file under the control of a person designated by the Audit Committee. The Complaints shall be maintained in accordance with the Company’s document retention policy.

### **5. Treatment of Complaints**

A copy of all Complaints shall be presented to the Audit Committee at its next regularly scheduled meeting unless the nature of the Complaint dictates otherwise. All Complaints will be reviewed and investigated under the direction of the Audit Committee. The Committee shall designate a person to record the Complaint on the Whistleblower Tracking Matrix and to periodically update the matrix regarding the status of the actions being taken concerning the Complaint. The Complaints will promptly be investigated in a manner that is as discreet as the circumstances reasonably permit. Normally, General Counsel, or a representative designated by General Counsel, shall conduct the investigation; however, the Audit Committee does reserve the authority to name another individual to perform an investigation if circumstances make it appropriate to do so. The individual who will conduct the investigation shall gather such documents and materials and interview such individuals as is reasonably necessary to complete the investigation. The results of any investigation conducted pursuant to this policy shall be reported to the Audit Committee and the Chief Executive Officer of the

Company (unless clearly inappropriate due to the nature of the report). The Audit Committee shall have the authority to, at any time, request a briefing regarding any investigation of a Complaint and findings regarding a Complaint

Upon completion of the investigation, the Audit Committee shall review the results and determine the corrective action, if any, to be taken in response to a Complaint and to direct additional investigation of any Complaint. All documents and materials compiled during the investigation shall be retained with the Complaint and handled in accordance with Section 4. of this policy.

At the conclusion, the Audit Committee shall direct a designated person to prepare a written response to the Complaint. Upon completion of the written response, it shall be submitted to the Audit Committee for review and approval prior to sending it to the Complainant. A copy of the response letter shall be maintained with the Complaint and documentation compiled during the investigation. Upon completion of these procedures, the Whistleblower Complaint form and Whistleblower Tracking Matrix will be updated.

## **6. Confidentiality/Anonymity**

Concerns may be reported anonymously, at the employee's option. The Company shall maintain the confidentiality or anonymity of the person(s) making the Complaint to the fullest extent reasonably practicable within the legitimate needs of law and of any ensuing evaluation or investigation. Legal or business requirements may not allow for complete anonymity. Also, in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In general it is less likely that an investigation will be initiated in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints. In addition, persons making Complaints should be cautioned that their identity might be come known for reasons outside the control of the Company. The identity of other persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations.

## **7. Protections from Retaliation**

Retaliation against an individual who, in good faith, has made a Complaint, disclosed information relating to a Complaint or otherwise participated in an investigation relating to a Complaint, is prohibited regardless of the outcome of the investigation. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of Complaints, participation in a related investigation or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. An employee's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

Deliberately making a false report is also against this policy. This is not meant to discourage or limit the rights of individuals from making reports of alleged violations relating to accounting or auditing matters. The Company recognizes that, in some instances, it may not be possible to determine whether a report is warranted. Employees should not be reluctant to report information because they are uncertain of who will be believed and whether the allegation can be proved.

These procedures are in no way intended to limit the right of employees to report alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities.

## **Policy Accessibility**

### **1. Internally.**

Employees have access to this policy through the employee website – <http://cb-sharepoint.cb.lan/default.aspx>. On the left side of the website, is a section titled “Documents”. Under this section, is a bullet item titled “Policies”. Click on “Policies”. This will bring up an alphabetical list of all policies. The last policy on the list will be the “Whistleblower Policy”. Click on “Whistleblower Policy” and the policy will appear on the desktop in word format. The policy includes the form (“Complaint/Concern Regarding Accounting, Internal Accounting Controls or Auditing Matters”) necessary to submit a complaint.

### **2. Externally.**

The policy is accessible to anyone through The Citizens Bank Company’s website at [www.citizensbankco.com](http://www.citizensbankco.com). On the website, look for and place the pointer on “Policies and Disclaimers” located near the bottom of the website page. Click on these words. When you do this, a new page will appear with a list of policies and disclaimers. Click on “Whistleblower Policy”. A copy of the policy will appear which includes the form (“Complaint/Concern Regarding Accounting, Internal Accounting Controls or Auditing Matters”) necessary to submit a complaint.