NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS

Mooresville, Indiana
February 29, 2016

To Our Shareholders:

The Annual Meeting of Shareholders of CITBA FINANCIAL CORPORATION will be held on April 20, 2016 at 1:00 PM at the Mooresville Education Center, 11 W. Carlisle, Mooresville, Indiana.

The Annual Meeting will be held for the following purposes:

1. To elect the following three (3) Directors for three (3) year terms:

Three Year Term to Expire at the
2019 Annual Meeting of Shareholders

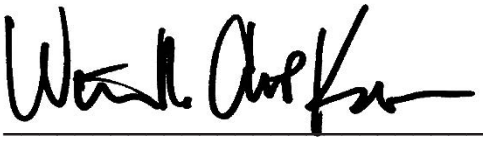
William R. "Chip" Keller
Keith A. Lindauer
John P. Wilkowski

2. To ratify the appointment by the Board of Directors of BKD, LLP as the Company's independent auditors for the fiscal year ending December 31, 2016.

3. To conduct such other business as may properly come before the meeting or any adjournment thereof.

Shareholders of record at the close of business on February 29, 2016 are entitled to vote at the meeting. If you do not plan on attending the meeting, please date, sign and return the accompanying proxy promptly.

By order of the Board of Directors.



William R. "Chip" Keller, Secretary

CITBA FINANCIAL CORPORATION

PROXY

This proxy is solicited by the management to be voted at the Annual Meeting of shareholders of CITBA FINANCIAL CORPORATION at 1:00 PM, at the Mooresville Education Center, 11 W. Carlisle Street, Mooresville, Indiana on April 20, 2016, and any and all adjournments of such meeting. Any shareholder giving a proxy has the right to revoke it at any time before it is exercised by written notice to the Secretary. All proxies will be voted in accordance with the directions of the shareholder and to the extent no directions are given will be voted for the election as Directors of all nominees listed below.

Keith A. Lindauer and Larry R. Heydon or _____, or any one or more of them, with power of substitution to each, are hereby authorized to represent the undersigned at the Annual Meeting of Shareholders of CITBA FINANCIAL CORPORATION at the place and date aforesaid, and to vote the number of shares of the undersigned of record as of February 29, 2016, as follows:

(Continued and to be signed on the reverse side.)

ANNUAL MEETING OF SHAREHOLDERS OF

CITBA FINANCIAL CORPORATION

April 20, 2016

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

1. Election of Directors

   Three Year Term to Expire at 2019 Annual Meeting

	FOR	AGAINST	ABSTAIN
William R. "Chip" Keller	☐	☐	☐
Keith A. Lindauer	☐	☐	☐
John P. Wilkowski	☐	☐	☐

2. To ratify the appointment by the Board of Directors of BKD, LLP as the Company's independent auditors for the fiscal year ending December 31, 2016. ☐ ☐ ☐

3. Such other business as may properly come before the meeting or any adjournment thereof.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Signature of Shareholder _____ Date: _____ Signature of Shareholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.