



**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS**

Mooresville, Indiana
March 2, 2015

To Our Shareholders:

The Annual Meeting of Shareholders of CITBA FINANCIAL CORPORATION will be held on April 15, 2015 at 1:00 PM at the Mooresville Education Center, 11 W. Carlisle, Mooresville, Indiana (located across from Paul Hadley Middle School and next to the Mooresville Post Office).

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
2018 Annual Meeting of Shareholders

Jeffrey A. Banning
Christopher J. Branson
Calvin A. Persohn

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, 2015.
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 March 2, 2015 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.

A handwritten signature in black ink, appearing to read 'William R. Keller', written over a horizontal line.

William R. "Chip" Keller, Secretary

ANNUAL MEETING OF SHAREHOLDERS OF
CITBA FINANCIAL CORPORATION

April 15, 2015

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 ☒

2. Election of Directors

Three Year Term to Expire at 2018 Annual Meeting

Jeffrey A. Banning

FOR AGAINST ABSTAIN
☐ ☐ ☐

Christopher J. Branson

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Calvin A. Persohn

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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, 2015.

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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.

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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.

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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 15, 2015, 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 on the reverse side.

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 March 2, 2015, as follows:

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