



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Mooresville, Indiana
March 1, 2019

To Our Shareholders:

The Annual Meeting of Shareholders of CITBA FINANCIAL CORPORATION will be held on April 17, 2019 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 a three (3) year term to expire at the Annual Meeting of Shareholders in 2022, but not until their successors are elected and qualified:

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, 2019.
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 1, 2019 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', is written over a horizontal line.

William R. "Chip" Keller, Secretary

IMPORTANT – PLEASE MAIL YOUR PROXY PROMPTLY

In order that there may be proper representation at the meeting, we urge you to vote, date, sign and return the Proxy in the enclosed envelope as promptly as possible, whether or not you plan to attend the meeting in person. Should you find that time is not sufficient for the Proxy to reach the Company prior to the meeting, it may be scanned and emailed to Holly Erickson at herickson@citizens-banking.com or faxed to (317) 831-9622 and then the original document mailed.

**CITBA FINANCIAL CORPORATION
MOORESVILLE, INDIANA**

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of proxies to be voted at the Annual Meeting of Shareholders of CITBA Financial Corporation (the "Company") and at any adjournments thereof.

The Annual Meeting will be held at the Mooresville Education Center, 11 W. Carlisle, Mooresville, Indiana, on Wednesday, April 17, 2019, at 1:00 PM.

A Notice of Annual Meeting and form of proxy accompany this Proxy Statement. Any shareholder executing a proxy has the right to revoke it at any time before it is exercised. Revoking your proxy may be accomplished by (i) attending the Annual Meeting, filing a written notice of revocation with the Secretary of the Annual Meeting and voting in person; (ii) executing a written instrument revoking the proxy and delivering it to the Secretary of the Company prior to the Annual Meeting; or (iii) executing and delivering a later dated proxy to the Secretary of the Company prior to the Annual Meeting.

Proxies in the accompanying form, when properly executed, will be voted in the manner so directed by the authorized shareholder(s). If no direction is made, proxies, if properly executed, will be voted **"FOR"** each of the proposals set forth below. In their discretion, the proxies are authorized to vote on any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof. At the present time, the Board of Directors knows of no other business to be presented at the meeting.

VOTING SECURITIES

Only shareholders of the Company's Common Stock of record at the close of business on March 1, 2019, will be entitled to vote at the Annual Meeting or any adjournments thereof. The securities of the Company eligible to vote at this meeting consist of Common Stock, no par value, of which 926,977 shares were issued and outstanding on the record date. Each such share is entitled to one vote upon each of the matters to come before the Annual Meeting.

The presence, either in person or by proxy, of the holders of a majority of the shares of the Company issued and outstanding as of March 1, 2019 is necessary to constitute a quorum at the Annual Meeting. Abstentions will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but as unvoted for purposes of determining the approval of any matters submitted to the shareholders for a vote.

The nominees for election as director of the Company named in this proxy statement will be elected by a plurality of the votes cast, *i.e.*, the three nominees receiving the greatest number of affirmative votes cast will be elected. Action on the other items or matters to be presented at the Annual Meeting will be approved if the votes cast in favor of the item or matter exceed the votes cast opposing the item or matter.

ITEM 1 – ELECTION OF DIRECTORS

The Restated Articles of Incorporation and the Bylaws of the Company provide that the Board of Directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of one class expiring each year.

The term of office for three directors will expire at the Annual Meeting of Shareholders in 2019, but not until their successors shall be elected and qualified. The individuals elected at the Annual Meeting of Shareholders in 2019 will be elected to hold office for a term expiring at the Annual Meeting of Shareholders in 2022 and until their successors are elected and qualified.

Certain information regarding the individuals nominated for election as Directors for a term of three years to expire in 2022 is set forth below. Each of the nominees listed below is an existing Director of the Company.

Director Nominee Information

William R. “Chip” Keller

Director since 2010; Secretary of the Board; Chair of the Audit Committee; Member of the CEO Performance Committee

Chip Keller is President of Keller Office Supply in Martinsville. He previously worked at Olive, LLP (now BKD, LLP) CPA firm in Indianapolis, where he specialized in financial institution audit and consulting work. He is very active in his local community, serving as President of the Martinsville Redevelopment Commission and is a member of both the City of Martinsville Common Council and the Morgan County Economic Development Corporation. He is also an active member of the Martinsville Rotary Club, the Martinsville and Mooresville Chambers of Commerce, and AICPA Society. Chip holds a B.S. degree in Accounting from Butler University and an inactive Indiana CPA license. He is married with two children and lives in Martinsville.

Keith A. Lindauer

Director since 2014; President; Chair of the Loan & Investment Committee; Member of ALCO

Keith Lindauer was named President and CEO of Citizens Bank and CITBA Financial Corporation on October 22, 2014. With over 30 years of banking experience in Central Indiana, he began his career with The National Bank of Greenwood, where he held a variety of positions in the consumer and commercial areas. He also worked for First Community Bank and Trust, where he was an Executive Vice President and Senior Loan Officer. In 2003, he transitioned to MainSource Bank as Senior Vice President and Director of Commercial Lending, eventually being promoted to Senior Commercial Banker. He joined Citizens Bank as Senior Vice President, Chief Lending Officer in 2012. He is a member of the Knights of Columbus and serves on the Board of Directors of the Community Foundation of Morgan County and the Morgan County Economic Development Corporation. Keith graduated from Purdue University with a B.S. degree in Agriculture Finance and earned his MBA from the University of Indianapolis. Keith is married with two children and lives in Franklin.

John P. Wilkowski**Director since 2016; Member of the Audit and Compensation Committees**

John Wilkowski is a lawyer and partner with Williams Barrett & Wilkowski, LLP, practicing since 1994. His personal practice is centered on corporations, business transactions, real estate, estate and business succession planning and general business law. Before admission to the bar, Wilkowski worked in the financial services industry as both a Commercial Credit Analyst and a Corporate Lender. He currently serves on the Bargserville Plan Commission and the Bargserville Board of Zoning and Appeals. He holds a B.S. degree in Finance (minor in Economics) from the University of Tennessee (Magna Cum Laude) and a J.D. degree from Indiana University School of Law (Magna Cum Laude). John is married with two children and lives in Bargserville.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ABOVE NOMINEES.

**ITEM 2 – RATIFICATION OF APPOINTMENT
OF INDEPENDENT AUDITOR**

BKD, LLP has served as the independent external audit firm for the Company since 1982. The Board of Directors has approved the appointment of BKD, LLP as the independent external audit firm for 2019, subject to ratification by the shareholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF BKD, LLP AS THE COMPANY’S INDEPENDENT EXTERNAL AUDIT FIRM FOR 2019.

GENERAL INFORMATION

Management knows of no matters of a non-routine nature which are to be presented for a vote at the Annual Meeting other than those stated in the Notice and referred to in this Proxy Statement. If any other matters should properly come before the meeting, it is intended that the proxies will be voted in accordance with the recommendations of the Board of Directors.

ANNUAL REPORT AND PROXY STATEMENT

A copy of our 2018 annual report accompanies this proxy statement. The 2018 annual report does not constitute proxy soliciting material.