



**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS**

Mooresville, Indiana
March 3, 2025

To Our Shareholders:

The Annual Meeting of Shareholders of CITBA FINANCIAL CORPORATION will be held on April 16, 2025 at 10:00 AM EST at the Mooresville Education Center, 11 W. Carlisle Street, Mooresville, Indiana. *If you wish to participate in the meeting, but cannot attend in-person, a telephone conference option will be available.*

We are furnishing our proxy materials to our shareholders primarily over the Internet. We believe that this expedites shareholders' receipt of proxy materials, helps keep our costs low and reduces the environmental impact of the Annual Meeting.

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 2028, but not until their successors are elected and qualified:

William R. Keller
Keith A. Lindauer
John P. Wilkowski
2. To ratify the appointment by the Board of Directors of Forvis Mazars, LLP, as the Company's independent auditors for the fiscal year ending December 31, 2025.
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 24, 2025 are entitled to vote at the meeting. You are strongly encouraged to vote via Internet; however, you may request a printed proxy card by following the instructions in the attached proxy statement or vote by telephone the morning of the meeting no later than 15 minutes prior to the start of the meeting.

Please note – The meeting agenda will address official business only. It is anticipated that this will take less than 30 minutes.

By order of the Board of Directors.



William R. "Chip" Keller, Secretary

**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 of Shareholders of CITBA Financial Corporation will be held on April 16, 2025 at 10:00 AM EST at the Mooresville Education Center, 11 W. Carlisle Street, Mooresville, Indiana. *If you wish to participate in the meeting, but cannot attend in-person, a telephone conference option will be available.*

Shareholders will be able to participate by means of remote communication by calling **888-893-9552** prior to the Annual Meeting and providing the control number indicated on the Notice of Availability of Proxy Materials. Shareholders will then be given a second telephone number to use for purposes of calling into the Annual Meeting. It is expected that the line to call into the Annual Meeting will open 15 minutes prior to the start time for the Annual Meeting. If shares are held in "street name" by a bank, broker, or other nominee, shareholders should contact their bank, broker, or other nominee for the call-in number.

We are furnishing our proxy materials to our shareholders primarily over the Internet. We believe that this expedites shareholders' receipt of proxy materials, helps keep our costs low and reduces the environmental impact of the Annual Meeting.

On or about March 7, 2025, a Notice of Availability of Proxy Materials will be mailed to our shareholders containing instructions on how to access our proxy statement, annual report, and any related materials and how to vote online. The Notice of Availability of Proxy Materials also contains instructions on how you can elect to receive a paper copy of the proxy statement, annual report, and any related materials.

Your vote is important, regardless of the number of shares you own. To ensure that your shares will be voted at the meeting, please vote in one of these ways:

- **Internet:** Go to the website noted on the Notice of Availability of Proxy Materials and vote via the Internet.
- **Telephone:** If on the day of the meeting you have not yet voted, you may vote via telephone by calling 888-893-9552 no later than 15 minutes prior to the start of the meeting.
- **Proxy:** If you request a proxy card, mark, sign, date and promptly return your proxy card in the envelope provided, which requires no additional postage if mailed in the United States.

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) filing a written notice of revocation with the Secretary of the Annual Meeting and voting by telephone or via the Internet; (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, 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 February 24, 2025, 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 1,626,315 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 via means of remote communications or by proxy, of the holders of a majority of the shares of the Company issued and outstanding as of February 24, 2025 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 2025, but not until their successors shall be elected and qualified. The individuals elected at the Annual Meeting of Shareholders in 2025 will be elected to hold office for a term expiring at the Annual Meeting of Shareholders in 2028 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 2028 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 Loan & Investment Committee

Chip Keller is President of Keller Office Supply & Printing 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 having served as President of the Martinsville Redevelopment Commission and as a member of the City of Martinsville Common Council. He currently serves as a member of the Morgan County 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 the ALCO Committee

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 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 Compensation and Loan & Investment 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 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 has two children and lives in Greenwood.

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

ITEM 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

Forvis Mazars, LLP has served as the independent external audit firm for the Company since 1982. The Board of Directors has approved the appointment of Forvis Mazars, LLP as the independent external audit firm for 2025, subject to ratification by the shareholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF FORVIS MAZARS, LLP AS THE COMPANY’S INDEPENDENT EXTERNAL AUDIT FIRM FOR 2025.

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-RELATED MATERIAL

The Notice of Annual Meeting, proxy statement and 2024 annual report are available on the internet at www.citizens-banking.com/citbameeting. If you want to receive a paper or e-mail copy of these documents or a proxy card, you must request one by contacting Holly Erickson by telephone at 317-831-9667, or by email at herickson@citizens-banking.com. There is no charge to you for requesting a copy. Please make your request for a copy on or before April 2, 2025 to facilitate timely delivery. The 2024 annual report does not constitute proxy soliciting material.