

Approved First Citizens Banc Corp Bd. of Directors: **September 15, 2009**
Approved Citizens Banking Company Bd. of Directors: **September 15, 2009**

September, 2009

CODE OF CONDUCT

First Citizens Banc Corp
And Its Subsidiaries

INTRODUCTION

A company's reputation for integrity is its most valuable asset and is determined by the conduct of its employees. Each employee must manage his or her personal and business affairs so as to avoid situations that might lead to a conflict or even suspicion of a conflict between self-interest and duty to the company, its customers and its shareholders. No company position must ever be used, directly or indirectly, for private gain, to advance personal interests, or to obtain favors or benefits for an employee, a member of his or her family or any other person.

This Code of Conduct ("Code") is a collection of rules and policy statements intended to assist employees and directors in making decisions about their conduct in relation to the company's business. The Code is based on our fundamental understanding that no employee or director at First Citizens should ever sacrifice integrity, or even give the impression that he or she has, even if it is believed that it would help the Company's business (the term "First Citizens" includes First Citizens Banc Corp and each of its subsidiaries). The foundation of this Code consists of the following basic principals of business as well as personal conduct:

- Honesty and candor in our activities, including observance of the spirit, as well as the letter, of the law and all applicable governmental rules and regulations
- Avoidance of conflicts between personal interests and the interests of the Company, or even the appearance of such conflicts
- Respecting the confidentiality of information obtained in the course of business
- Maintenance of our reputations and avoidance of activities which might reflect adversely on the company
- Integrity in dealing with the Company's assets
- Accountability for adherence to this Code and prompt internal reporting of violations

You can read the Code of Conduct to guide your decisions in a variety of circumstances. However, no set of rules or policy statements will anticipate every situation with which you may be confronted. Ultimately, the personal integrity and honesty of every First Citizens employee does, and will, define the character of the Company. The importance of your own ethical conduct to the business and success of First Citizens can never be overestimated.

TABLE OF CONTENTS

	<u>Page No.</u>
1.0 ADMINISTRATION OF THE CODE OF CONDUCT	1
1.1 Persons Subject to the Code of Conduct	1
1.2 Consequences of Violating the Code of Conduct	1
1.3 Questions About the Code of Conduct	1
1.4 Reporting Obligations	2
1.5 Review of Policy	2
2.0 DIVERSITY AND FAIR EMPLOYMENT PRACTICES	2
3.0 CONFIDENTIALITY AND PRIVACY	2
3.1 Proprietary and Confidential Information	2
3.2 Privacy of Customer Information and Data Protection	4
3.3 Privacy of Employee Information	4
4.0 INSIDE INFORMATION	4
5.0 OTHER BUSINESS CONDUCT	5
5.1 Assets of the Company	5
5.2 Intellectual Property	5
5.3 Telephone and Other Electronic Devices	6
5.4 Personal Correspondence	6
5.5 Internal Controls, Record-Keeping and Reporting	7
6.0 OUTSIDE ACTIVITIES, GIFTS, AND OTHER POTENTIAL CONFLICTS OF INTEREST	8
6.1 Personal Relationships	8
6.2 Personal Finances	9
6.3 Loans to Directors, Executive Officers and Their Related Interests	9
6.4 Loans to Other Officers and Employees	10
6.5 Outside Business and For Profit Activities; Outside Employment	10
6.5.1 For Profit Activities	10
6.5.2 Not-for-Profit Activities	11
6.6 Personal Fees and Commissions	12
6.7 Political Activities	12
6.7.1 Volunteering for a Political Campaign	12
6.7.2 Political Contributions	12
6.7.3 Elective Office	12
6.8 Accepting Gifts, Meals and Entertainment from Customers, Suppliers and Others Doing Business with First Citizens	12
6.8.1 What You May Accept	13
6.8.2 What You May Not Accept	14

6.9	Providing Gifts, Meals or Entertainment	15
6.10	Violation of Regulations Dealing with Gifts and Conflicts of Interest	15
7.0	WORK ENVIRONMENT	15
7.1	Equitable Treatment	16
7.2	Harassment and Discrimination	16
7.3	Drug and Alcohol Use	16
7.4	Personal Appearance	17
7.5	Family and Personal Relationships; Nepotism Policy	17
8.0	APPENDIX – FIRST CITIZENS' POLICIES	

CODE OF CONDUCT

1.0 ADMINISTRATION OF THE CODE OF CONDUCT

The Code of Conduct ("Code") sets forth certain minimum expectations that First Citizens has for you. Each employee and each director of First Citizens is expected to conduct the Company's business in compliance with both the letter and the spirit of the law, the Code and any other policies and procedures which may be applicable to employee or director. The word "Company" and "First Citizens" used throughout this Code means First Citizens Banc Corp and its various subsidiaries.

While this Code is intended to provide general guidance for the conduct of employees and directors, First Citizens has adopted various other policies which contain additional requirements with which you must comply. You are responsible for knowing which policies and procedures apply to you, and are also responsible for understanding and complying with them. A list of the Company's policies adopted by the Board of Directors is found at the end of this Code of Conduct, and may also be found on the Company's website.

The Legal Department of First Citizens will provide interpretations of the Code.

1.1 Persons Subject to the Code of Conduct

The Code applies to all employees and directors of First Citizens and all of its subsidiaries. If any provision is contrary to or is less restrictive than the law of Ohio (or any other jurisdiction in which First Citizens does business), the local law will apply. You are responsible for understanding and complying with these laws and policies.

1.2 Consequences of Violating the Code of Conduct

Compliance with the Code and with other policies and procedures applicable to you is a term and condition of employment by First Citizens. Violations of any laws that relate to the operation of First Citizens' business, the Code or other applicable policies and procedures, or failure to cooperate as directed by the Company with an internal or external investigation, may result in corrective action, up to and including immediate termination of employment. The Company will take all reasonable actions to enforce the Code.

1.3 Questions about the Code

Employees or directors who have questions about the Code or other policies or procedures, or how a particular portion of the Code or a policy applies to a certain situation, should contact the Legal Department of First Citizens.

1.4 Reporting Obligations

If an employee feels that he or she has violated or created a potential violation, or the appearance of a violation, of this Code, even inadvertently, the employee should report the facts of the situation to his or her supervisor or to the Human Resources Department. Similarly, if an employee is aware of an apparent violation of this policy by another employee, that fact should be reported in good faith to the Human Resources Officer. The nature of some actual or potential violation, including the position of the employee involved, may dictate that the violation be reported directly to the Board of Directors or one or more of its members. The Company's Human Resources Department will maintain a written record of any reports of actual or potential violations of this Code of Conduct.

1.5 Review of Policy

The Board of Directors of First Citizens shall review this policy at least annually, making such revisions and amendments as it may deem appropriate.

AGREEMENT TO COMPLY WITH THE CODE OF CONDUCT NEITHER CONSTITUTES NOR SHOULD BE CONSTRUED TO CONSTITUTE EITHER A CONTRACT OF EMPLOYMENT FOR A DEFINITE TERM OR A GUARANTEE OF CONTINUED EMPLOYMENT.

2.0 DIVERSITY AND FAIR EMPLOYMENT PRACTICES

First Citizens believes that diversity in our staff is critical to our success as a financial services organization, and we seek to recruit, develop and retain the most talented people from a diverse candidate pool. Advancement at First Citizens is based on talent and performance. The Company is committed to providing an inclusive and nondiscriminatory working environment in which all employees are valued and empowered to succeed. We prohibit sexual or any other kind of discrimination, harassment or intimidation, whether committed by or against a supervisor, co-worker, customer, vendor or visitor. Please refer to First Citizens' Affirmative Action Policy and its Harassment Policy, each of which are made a part of this Code and govern employees' actions according to their terms.

3.0 CONFIDENTIALITY AND PRIVACY

As employees of First Citizens, we are all responsible for the safeguarding of confidential information, whether it is information entrusted to us by our customers, information regarding the Company's business and activities, or information about other employees.

3.1 Proprietary and Confidential Information

While working for First Citizens and continuing after you cease your employment or association with the Company, you must protect the confidentiality of nonpublic information you obtain or create in connection with your activities for First Citizens. You must not disclose

proprietary or confidential information about the Company or its employees, or confidential information about a customer, supplier or distributor, to anyone (including other First Citizens personnel) who is not authorized to receive it or has no need to know the information. The only exceptions are when such disclosure is authorized by the customer, supplier or distributor, or by applicable law (e.g. to supervisory regulators), appropriate legal process (e.g. subpoena) or appropriate First Citizens authorities.

Examples of proprietary and confidential information include any system, information or process that gives this Company an opportunity to obtain an advantage over our competitors; nonpublic information about its operations, results, strategies and projections; nonpublic information about its business plans, business processes and client relationships; nonpublic employee information; nonpublic information received in the course of your employment about customers, suppliers and distributors; and nonpublic information about First Citizens' technology, systems and proprietary products.

You must take precautionary measures to prevent unauthorized disclosure of proprietary and confidential information. Accordingly, you should also take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to proprietary or confidential information. You should also ensure that access to work areas and computers is properly controlled. You should not discuss sensitive matters or confidential information in public places such as elevators, hallways, restaurants, restrooms and public transportation; and except under the most urgent circumstances, you should not discuss proprietary or confidential information on cellular phones. Great care also should be exercised when discussing such information on speakerphones.

Adopting the following principles in your everyday work at First Citizens will allow you to assure confidentiality for First Citizens, its employees and its customers:

- Assume that most information that you have about the Company and its business, or about its past, present or prospective customers, suppliers, and employees, is confidential, unless the contrary is clear.
- Treat all personal information about individuals as confidential.
- Collect and maintain only that information which is specifically necessary to serve customer accounts properly and to render fair credit judgment.
- Maintain in a secure manner all files and record-keeping systems, which contain information on customers.
- Before sharing confidential information with others in the Company, be sure that you are permitted to do so. Do not disclose confidential customer information to other employees who are not involved with the transaction or service for which the information was provided to the Company – even if you believe the disclosure might be useful in the context of other Company business – unless you are authorized to do so.
- Do not disclose confidential information to anyone outside the Company unless you are authorized to do so. Where such disclosure is authorized, a

confidentiality or privacy agreement may be required; check with the First Citizens Legal Department prior to such disclosure.

- If you are permitted to share confidential information, use your judgment to limit the amount of information shared and disclose it only on a need-to-know basis in order to provide the services we are engaged to provide. Ensure that the recipient knows the information is confidential and has been instructed about restrictions on further use and dissemination.
- Comment or provide information on matters related to the First Citizens' business only if it is part of your job function or you are otherwise authorized to do so.
- Protect confidential information when communicating electronically – for instance, by e-mail or through the internet.
- Remember that all forms of communication are covered, including written, telephonic, and electronic communications such as website chatrooms, e-mail, and instant messaging.
- Consult your department head manager or First Citizens' Legal Department if you have any questions about whether information can be shared.
- In the event of receipt of a subpoena, a request by a judicial, administrative or legislative body, or other legal process requiring the Company to disclose customer information, First Citizens' Legal Department should be notified and consulted before complying.

3.2 Privacy of Customer Information and Data Protection

Our most important asset is our customers' trust. Keeping customer information secure and using it appropriately is therefore a top priority for all of us at First Citizens. You must safeguard any confidential information our customers share with us. You must also ensure that we use customer information only for the reasons for which the information was gathered, unless further use is allowed by law. First Citizens and its subsidiaries have in place privacy principles that detail their specific commitments to customers, and processes that define, document, monitor and manage the security of information. Specific reference is made to the Company's Privacy Policy and the Children's Privacy Policy. These policies are specifically made a part of this Code of Conduct and all employees' actions are to be governed by them.

3.3 Privacy of Employee Information

First Citizens recognizes and protects the privacy and confidentiality of employee medical and personnel records. Such records must not be shared or discussed outside the Company, except as authorized by the employee or as required by law, rule, regulation, or a subpoena or order issued by a court of competent jurisdiction or requested by a judicial, administrative or legislative body. Requests for such records from anyone outside First Citizens under any circumstances must be approved by the Company's Legal Department.

4.0 INSIDE INFORMATION

It is First Citizens policy that you may not trade in the securities of any company if you have in your possession any material, nonpublic information regarding that company. Such

information is known as "inside information". This prohibition applies to any transaction for a First Citizens account, a client account or a personal account. This prohibition applies to First Citizens' shares as well as to the securities of other companies.

If you believe that you have come into possession of inside information concerning a particular company, you may not execute any trade in the securities of that company without first consulting with the Legal Department of First Citizens, which will then determine whether or not such trade would violate First Citizens' policy or any applicable federal or state law.

Your attention is specifically directed to the First Citizens' Insider Trading Policy adopted by the Board of Directors of First Citizens and all of its subsidiaries, which policy is reviewed each year by the Board. This policy specifically addresses trading in First Citizens stock by the employees, officers and directors of First Citizens or any of its subsidiaries if such individuals are the possessors of inside information. This policy is expressly made a part of this Code of Conduct and all employees' actions are to be governed by it.

5.0 OTHER BUSINESS CONDUCT

All of the First Citizens employees are expected to conduct the Company's business in accordance with the highest ethical standards, respecting the firm's customers, suppliers and other business counterparts, dealing responsibly with the Company's assets, and complying with all applicable legal and regulatory requirements.

5.1 Assets of the Company

Safeguarding First Citizens' assets, both tangible and intangible, is crucial to the Company's success. As an employee, you have a responsibility and a duty to make use of these assets only for legitimate business purposes and to protect them from any loss or unauthorized use.

These assets include not only financial assets such as cash, securities and physical assets such as furnishings and equipment, but also customer relationships and intellectual property such as information about products, services, customers, systems and people. All property created, obtained or compiled by or on behalf of First Citizens, including customer lists, directories, files, reference material, computer software, data processing systems, computer programs and databases, belong to First Citizens. The Company's assets should be used only for the conduct of the Company's business.

Misappropriation of First Citizens' assets is a breach of your duty to First Citizens and may constitute an act of fraud against the Company. Similarly, carelessness or waste in regard to First Citizens assets is also a breach of your duty to First Citizens.

5.2 Intellectual Property

All First Citizens employees are required to disclose to the Company any invention, development, concept, idea, process or work of authorship, written or otherwise, whether or not

it can be patented or copyrighted, that you develop alone or with others during your employment with First Citizens ("Company Inventions"), as the same belongs to the Company. As a condition of your employment, you assign exclusively to First Citizens all of your right, title and interest in Company Inventions. In addition, each employee agrees to assist First Citizens in obtaining, for its benefit, all intellectual property rights in the Company Inventions and agree to deliver any documents that are needed and requested to perfect your assignment of the Company Inventions to the Company.

5.3 Telephone and Other Electronic Devices

Telephones, electronic mail (e-mail) systems and other electronic communication devices provided by First Citizens, whether in the workplace or elsewhere, are the property of First Citizens and should be used for business purposes. You may not use these systems in a manner that could be harmful or embarrassing to First Citizens. Limited personal use, however, is understood and permitted, consistent with this Code and with all reimbursements for long distance telephone calls to be made to the Company.

The Company's e-mail and internet systems may be used to transmit or provide access to confidential information only when such information is adequately protected and transmitting such information is necessary for business purposes.

The following are prohibited in electronic communications:

- (a) statements, which, if made in any other forum, would violate any of First Citizens' policies, including policies against discrimination and harassment; participation in impermissible or illegal activities; and the misuse of confidential information.
- (b) Accessing, downloading, uploading, saving or sending sexually oriented or offensive materials.

First Citizens considers any and all data and communications transmitted through, received by, or contained in the Company's electronic or telephonic equipment and systems to be First Citizens' property. Subject to any applicable laws or regulations, First Citizens reserves the right to monitor, review and disclose all such data and communications as it deems appropriate. No employee of First Citizens should have any expectation of privacy when using such equipment.

First Citizens' Electronic Mail Policy and its Computer Software and Hardware Policy provide specific guidelines for activities of employees and are incorporated in this Code by reference.

5.4 Personal Correspondence

Personal letters should not be written on company time, and company letterhead, envelopes, or the postage machine should not be used for personal purposes.

5.5 Internal controls, record-keeping and reporting

Employees with supervisory duties have established and implemented appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of the assets of First Citizens and the accuracy of its financial records and reports. Record-keeping policies have also been established in order for First Citizens to meet both legal and business requirements. You are expected to maintain and adhere to these controls and policies to assure the complete and accurate reporting of all transactions. The chief executive officer and controller are responsible for the prompt, complete and fair public disclosure of financial information in the periodic reports of First Citizens.

Any accounting adjustments that materially depart from generally accepted accounting principles must be approved by the Audit Committee and reported to First Citizens' independent auditors. In addition, all material off-balance sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of First Citizens with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes, in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Audit Committee and First Citizens' independent auditors.

No employee or non-employee director may interfere with or seek to improperly influence, directly or indirectly, the auditing of First Citizens' financial records. Violation of these provisions will result in appropriate disciplinary action, up to and including termination, and may also subject the violator to substantial civil and/or criminal liability. If an employee becomes aware of any improper transaction or accounting practice concerning First Citizens, he or she should report the matter immediately in accordance with First Citizens' Whistleblower Policy, which policy is specifically made a part of this Code of Conduct.

The falsification of any book, record, or account relating to the business of First Citizens, its customers, or its suppliers, or to the disposition of assets of the firm, its customers, or its suppliers (including without limitation the submission of any false personal expense statement, claim for reimbursement of a non-business expense or a false employee record or claim under an employee benefit plan), is prohibited. In addition, all employees of First Citizens who are authorized to incur business expenses are responsible for the accurate and timely reporting of such expenses. All expenditures must be in accordance with existing policies established by Senior Management of the company, including, but not limited to, the Business Travel and Expense Policy.

The Company's record-keeping policies include policies for records and document retention and destruction. Notwithstanding any other provision of document retention policies, no document or record may be destroyed if you have been advised or otherwise should recognize that it may be relevant to a pending or threatened legal or regulatory proceeding, except in accordance with procedures approved by the General Counsel for First Citizens.

It is of critical importance that First Citizens' filings with regulatory authorities be accurate and timely. Information provided to those involved in preparation of the Company's disclosures to regulators and investors should be complete, accurate, and informative.

6.0 OUTSIDE ACTIVITIES, GIFTS, AND OTHER POTENTIAL CONFLICTS OF INTEREST

Employees must never permit their personal interests to conflict with or to appear to conflict with the interests of First Citizens or its customers. Even the appearance of a conflict between personal gain and the interests of the Company erodes the trust and confidence on which our reputation rests. An employee should disclose to his/her supervisor any transaction where he or she has any material connection or significant financial interest and should defer to his/her supervisor respecting any decisions related to such a transaction. Examples of material connections would include relations or personal friends, whether the transaction involves them as individuals or as principles in a firm doing business with the Company. Examples of a significant financial interest would include the employee's involvement as proprietor, partner or joint venturer in a firm doing business with the Company. The employee should avoid transactions involving any of the above circumstances, for otherwise a conflict of interest would exist. And, by "transactions", we are talking not only about authorizing and making loans, but also about such things as approval of overdrafts; authorizing or accepting checks or uncollected funds; waiving of late charges, overdraft charges or other normal fees; and waiving of financial statements or collateral documents.

When faced with a set of circumstances involving a potential conflict, you need to ask yourself whether public disclosure of the matter would embarrass First Citizens or you, or would lead an outside observer to believe a conflict exists, whether or not one actually does.

If an employee believes that he or she has a conflict of interest, or has created a potential conflict of interest, or has been placed inadvertently in a conflicting position due to either business or personal relationships with a customer, a supplier, a business associate, a competitor of First Citizens or with another First Citizens employee, such employee should report the facts of the situation to his or her supervisor or to the Human Resources Department.

6.1 Personal Relationships

In general, you may not take action on behalf of First Citizens in any transaction or business relationship involving yourself, members of your family, or other persons or organizations with which you or your family have any significant personal connection or financial interest, except as directed by your supervisor. These matters should be handled by an authorized unrelated employee.

You may not engage in self-dealing or otherwise trade upon your position with First Citizens or accept or solicit any personal benefit from a client or supplier not generally available to other persons or made available to you due to your position with First Citizens (except in accordance with our policies regarding the occasional acceptance of gifts).

Negotiating with First Citizens on behalf of others with whom you or your family have a significant connection should be avoided if there is a risk that your involvement would be perceived as self-dealing or trading upon your position with the Company.

6.2 Personal Finances

Because of the nature of our business, any improper handling of your personal finances could undermine your credibility and that of First Citizens. Also, a precarious personal financial position might appear to influence actions or judgments you made on behalf of First Citizens. All employees are expected to live within their income and to manage their personal finances to as to avoid embarrassment personally or to the Company. This includes proper handling of bank accounts and not writing checks against funds in excess of their Check Protect Limit. Supervisors will be notified of above limit overdrafts at any of the affiliate companies. After three such overdrafts in a given year the employee's account will be closed and the employee will have to find an alternate means for receiving their pay. Excessive borrowing and delinquent loan accounts are evidence of poor financial management and will not be tolerated. The services and advice of the Company are available to all staff members in need of financial guidance and assistance. Loans made to qualified employees are based on creditworthiness, including length of employment and prospects for continued employment. All employee loans must be approved by a senior lending officer.

You may not borrow money (other than nominal amounts) from or lend money to other employees, customers or suppliers, or act as a guarantor, co-signer, or surety or in any other similar capacity for customers, suppliers, or other employees. You should borrow only from reputable organizations that regularly lend money. If you borrow from any financial institution, the loan must be obtained on non-preferential terms.

In general, you may not participate in any other personal financial transactions with fellow employees, customers or suppliers.

The foregoing limitations do not apply to:

- (a) borrowing from, or acting as guardian, co-signer, or surety for, relatives or close personal friends.
- (b) borrowing on non-preferential terms from a customer that is in the financial services business.
- (c) making consumer credit purchases on non-preferential terms from a customer or supplier in the normal course of that customer/supplier's business.

6.3 Loans to Directors, Executive Officers and Their Related Interests

Federal regulations impose certain restrictions on loans by the Company to directors, principal shareholders, and executive officers of the Company. The limitations also extend to those companies or entities in which a director or executive officer has an ownership or

controlling interest, called a "related interest". Federal regulations also impose certain restrictions on loans by the Company to principal shareholders and their related interests. In addition to certain monetary limitations, federal regulations provide that loans to executive officers, directors, and principal shareholders must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons who are not employed by the Company and which do not involve more than the normal risk of repayment or present other unfavorable features. Both federal and state regulations provide that, except for loans that fall below a certain monetary limit or that are for an approved purpose, loans to executive officers, principal shareholders, directors, and their related interests must be approved by the board of directors with the director or officer with the related interest abstaining from the vote. This abstaining also includes leaving the room during the discussion and vote on the loan approval.

6.4 Loans to Other Officers and Employees

First Citizens employees, other than those noted in the section above, are eligible to borrow from the Company. With the exception of preferential loans by executive officers from correspondent companies, neither Company policy nor Federal Reserve regulations restrict employee-borrowing relationships with other institutions. However, each employee is expected to maintain his or her financial affairs in a satisfactory manner, and to manage debts in relation to income and net worth.

Specific reference is made to the Company's Loan Policy which sets forth, in connection with loans to the Company's officers, directors and principal shareholders, actions needed to comply with Regulation O, requirements dealing with insider activities, and certain recordkeeping requirements.

6.5 Outside Business and For Profit Activities; Outside Employment

6.5.1 For Profit Activities

Your outside activities must not reflect adversely on First Citizens or give rise to a real or apparent conflict of interest with your duties at First Citizens. You must be alert to any potential conflicts of interest and be aware that you may be asked to discontinue any outside activity if a potential conflict arises. You may not, directly or indirectly:

- a) accept a business opportunity from someone doing business or seeking to do business with First Citizens that is made available to you because of your position with First Citizens.
- b) take for yourself a business opportunity belonging to the Company.
- c) engage in a business that competes with any of First Citizens' businesses.

In general, all outside employment must be reported to the Human Resources Department, and the Company reserves the right not to approve any such outside employment which could be detrimental to the Company's image. In addition, no employee of First Citizens shall be employed by, serve as a director or officer of or advisor to; or invest in (other than investments in securities of publicly traded companies) a competitor of First Citizens.

Competitors include unrelated financial services companies of any kind, and others engaged in any business First Citizens is involved in, such as depository institutions, credit unions, lenders, and securities brokers and dealers.

You do not have to report the following activities to the Human Resources Department:

- a) appointments undertaken at the request of First Citizens in the normal course of business in which First Citizens is routinely engaged.
- b) any affiliation with a trade association, professional association or such other organization related to your position at First Citizens.
- c) positions with condominium associations or similar entities the sole business of which is to hold title to or manage real estate in which you can or do reside.
- d) positions with holding companies, trusts, or other non-operating entities established solely for purposes of your or your family's estate or tax planning or to hold your or your family's real estate or other investments.

Employees should not allow outside employment to interfere with their job performance or require such long hours as to affect their physical or mental effectiveness. Your job at First Citizens should always be your first work priority. All employees are expected to devote full attention to the Company's interests during the regular hours of employment.

You may accept appointment as a personal fiduciary only for family members and close personal friends, unless you have prior approval of the Legal Department of First Citizens to accept appointment in another situation. Without such approval, you may not act as a personal fiduciary for a personal friend if the friendship developed in the context of a First Citizens customer relationship.

6.5.2 Not-for-Profit Activities

As an employee of First Citizens, you are encouraged to participate in civic and charitable activities in the community. Because of the historical support that First Citizens has given to many charities in our communities, it is often desirable to have employees of the Company become active members of not-for-profit organizations. Employees choosing to participate in civic, charitable, political and professional association activities are responsible for determining that such participation does not result in any actual or apparent conflict of interest, indirectly impinge upon working or otherwise interfere with such employee's regular duties with the Company.

Should an employee accept, or propose to accept, an elective appointment to the Board of Trustees, or other position, of a not-for-profit organization, he or she should report the same to the Human Resources Department if:

- (1) the not-for-profit organization is a customer of the Company, other than for routine banking services.
- (2) your service would otherwise present a conflict of interest or the appearance of a conflict of interest.

As has been noted above, positions with trade associations, professional associations or such other organizations related to your position with First Citizens do not need to be reported to the Human Resources Officer.

6.6 Personal Fees and Commissions

No employee may accept personal fees or commissions in connection with any transaction on behalf of the Company, other than what may be paid by the Company to an employee as part of the employee's compensation arrangement.

6.7 Political Activities

6.7.1 Volunteering for a Political Campaign

If you wish to volunteer for a political campaign, you must do so on your own time and as an individual, not as a representative of First Citizens or any of its affiliates. You may not use any First Citizens' staff, facilities, equipment, supplies, or mailing lists.

When acting as a fundraiser for a candidate or political event, be certain that your activities cannot be viewed as connected with your position with First Citizens, especially when communicating with colleagues, customers, or suppliers.

6.7.2 Political Contributions

You have the right to participate in the political process by making personal contributions from personal funds, subject to applicable legal limits. However, you cannot be reimbursed or otherwise compensated by First Citizens for any such contribution. First Citizens is not permitted to make any political contributions, and no employee should attempt to make a political contribution for First Citizens.

6.7.3 Elective Office

You must notify the Human Resource Department before becoming a candidate for elective office. That department will review potential conflicts of interest and inform you of any action considered necessary to avoid the conflict. You should ensure that such elective office would not interfere with or adversely affect your job performance.

6.8 Accepting Gifts, Meals and Entertainment from Customers, Suppliers and Others Doing Business with First Citizens

A gift may take many forms. For the purposes of the Code, the term "gift" includes anything of value for which you are not required to pay the retail or usual and customary cost. A gift may include meals or refreshments, goods, services, tickets to entertainment or sporting events or the use of a residence, vacation home, or other accommodations.

Gifts given by others to members of your family, to those with whom you have a close personal relationship, and to charities designated by you, are considered to be gifts to you for purposes of the Code.

You may never, except as provided in the Code:

- a) solicit, for yourself or for anyone else (other than the Company), or accept anything of value from anyone doing business with the Company.
- b) solicit, for yourself or for anyone else (other than the Company), or accept anything of value from anyone in return for any business, service, or confidential information of the Company.
- c) solicit, for yourself or for anyone else, or accept anything of value, directly or indirectly (other than bona fide salary, wages, awards, and fees paid by or to the Company), from anyone in connection with the business of the Company, either before or after a transaction is discussed or consummated.

Note that the restrictions in this section 6.8 are not intended to apply to gifts based on obvious family relationships (such as your parents, children or spouse) or close personal friendships, where the circumstances make it clear that it is the relationship rather than the Company's business that is the motivating factor.

6.8.1 What You May Accept

Acceptance of gifts of any kind (including entertainment and hospitality) from persons that do business or seek to do business with First Citizens (including identified prospective customers) is generally prohibited. However, **subject to the prohibitions in section 6.8.2**, the following gifts may be accepted **on infrequent occasions** from such a person if it is clear that **the person is not trying to influence or reward you** inappropriately in connection with any business decision or transaction and **the gift is unsolicited**:

- a) gifts having a retail value not exceeding \$100 that are given on an occasion when gifts are customary (on a birthday or major holiday, or on the occasion of a promotion or retirement, for example; note that gifts given in appreciation for good service, or as thanks for our business, are not permitted).
- b) advertising or promotional material having a retail value not exceeding \$100, such as pens, pencils, note pads, key chains, calendars, and similar items.
- c) discounts and rebates on merchandise or services that are offered to the general public or First Citizens.
- d) customary mementoes at closing dinners, permitted golf outings, and similar functions.
- e) civic, charitable, educational, or religious organization awards for recognition of service and accomplishment having a retail value not exceeding \$25.
- f) meals, refreshments, and entertainment in the course of a meeting or other occasion, provided:
 - (i) the purpose is business-related,
 - (ii) your host is present,
 - (iii) your attendance is related to your duties with First Citizens,

- (iv) the level of expense is reasonable and customary in the context of your business and the relationship with the host, and
- (v) the frequency of such invitations from one host is not excessive.

If you have questions about whether a specific invitation may be accepted under these items – whether, for example, it is business-related or reasonable and customary in the context of your business with the host – discuss it with the Human Resources Officer.

For purposes of guidance in complying with this paragraph the following are considered to be reasonable expenses:

Meals and refreshments	-	\$100.00 or less
Travel expenses	-	\$100.00 or less
Entertainment	-	\$200.00 or less

- g) gifts of food or beverage items that are not easily returned, if they are:
 - (i) given on an occasion when gifts are customary (on a birthday or major holiday, or on the occasion of a promotion or retirement, for example; note that gifts given in appreciation for good service, or as thanks for our business, are not permitted), and
 - (ii) not extravagant.

If you have questions about whether a gift of food or beverage item is extravagant, discuss it with the Human Resources Officer.

- h) bequests or legacies which are based on obvious family or personal relationship when circumstances make it clear that it is those relationships, rather than the business of the Company, which are the motivating factors.

6.8.2 What You May Not Accept

Except as may be permitted by Section 6.8.1, you may not accept the following from any current or identified prospective customer, supplier, or other party doing business with First Citizens:

- a) gifts of cash or cash equivalents (such as gift certificates, gift checks, or securities), in any amount.
- b) discounts not available to the general public or to all employees under a plan negotiated by First Citizens.
- c) gifts to be delivered in installments.
- d) bequests or legacies.
- e) tickets for professional sports, concerts or other events for your personal use, other than as permitted under Section 6.8.1.

Questions regarding the limitations or requests for interpretation should be directed to the Human Resources Director or the Legal Department.

6.9 Providing Gifts, Meals or Entertainment

Local laws or industry-specific relations often limit or prohibit the giving of gifts by First Citizens to an employee of a current or prospective customer or supplier. For example, broker-dealers and asset managers are generally subject to regulatory restrictions on providing gifts.

The giving of gifts to governmental officials is in most cases strictly limited by law or regulation. In this instance, gifts include not only an actual item of value, but also the value of transportation, lodging, meals, entertainment, services, or invitation to an event (even if it is for a non-profit entity to which you extend an invitation to a governmental official). However, depending on the jurisdiction, there may be exceptions. All gifts to governmental officials must be pre-cleared by the Human Resources Officer.

Business-related gifts not prohibited by law should be reasonable and customary in the context of the relationship with the recipient of the gift and appropriate for the occasion.

6.10 Violations of Regulations Dealing with Gifts and Conflicts of Interest

If violations of those provisions dealing with gifts, preferential treatment and conflicts of interest are violated, appropriate action will be taken by the Company. Depending upon the severity and circumstances of the violation, such actions by the Company could range from (a) requiring that reimbursement be made to the donor, to (b) terminating the employee involved in the violation. Reference is also made to The Bank Bribery Act (18 USC § 215 et seq.) for penalties imposed in violating that Act.

7.0 WORK ENVIRONMENT

To ensure orderly operations and provide the best possible work environment, First Citizens expects employees to follow rules of conduct that will protect the interests and safety of all employees and the Company. The Company has certain standards of conduct that are expected of all employees. While most of them concern on-the-job issues, some necessarily involve conduct outside the Company as well.

While it is not possible to list all the forms of behavior that are considered unacceptable in the workplace, the following are examples of infractions of rules of conduct that may result in disciplinary action, up to and including termination of employment:

- Theft or inappropriate removal or possession of property
- Falsification of timekeeping or other records
- Working under the influence of alcohol or illegal drugs
- Possession, distribution, sale, transfer, or use of alcohol or illegal drugs in the workplace, while on duty, or while operating employer-owned vehicles or equipment
- Fighting or threatening violence in the workplace

- Negligence or improper conduct leading to damage of employer-owned or customer-owned property
- Insubordination or other disrespectful conduct
- Violation of safety or health rules
- Smoking in prohibited areas
- Sexual or other unlawful or unwelcome harassment
- Possession of dangerous or unauthorized materials, such as explosives or firearms in the workplace
- Excessive absenteeism or any absence without notice
- Unauthorized disclosure of business "secrets" or confidential information
- Violation of personnel policies
- Unsatisfactory performance or conduct

7.1 Equitable Treatment

First Citizens is firmly committed to the equitable treatment of all employees and qualified applicants for employment and actively promotes diversity within the workforce. All applicants and employees must be judged by their qualifications, demonstrated skills and achievements.

First Citizens is also dedicated to equal employment opportunity without regard to race, color, sex, national origin, age, religion, disability, veteran status, sexual orientation or other protected characteristics. Equal employment opportunity applies to all aspects of the employment process including promotion, placement, training and compensation. First Citizens is committed to compliance with all applicable employment laws. Please refer to the First Citizens' Affirmative Action Policy.

7.2 Harassment and Discrimination

First Citizens' policy is "zero tolerance" for unlawful harassment and discrimination. Your attention is directed to the First Citizens' Harassment Policy adopted by the Board of Directors of First Citizens and all of its subsidiaries, which policy is reviewed each year by the Board. This policy incorporates the principles that (1) verbal or physical harassment by an employee that disrupts another's work performance or creates an intimidating, offensive, abusive or hostile work environment based on a protected characteristic will not be tolerated, and (2) unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature are specifically prohibited. This policy is expressly made a part of this Code of Conduct and all employees' actions are to be governed by it.

7.3 Drug and Alcohol Use

First Citizens is committed to providing a drug-free healthful, and safe workplace. To promote this goal, employees are required to report to work in appropriate mental and physical condition to perform their jobs in a satisfactory manner.

While on the premises and conducting business-related activities off premises, no employee may use, possess, distribute, sell, or be under the influence of alcohol or illegal drugs. The legal use of prescribed drugs is permitted on the job only if it does not impair an employee's ability to perform the essential functions of the job effectively and in a safe manner that does not endanger other individuals in the workplace.

Violations of this policy may lead to disciplinary action, up to and including immediate termination of employment, and/or required participation in a substance abuse rehabilitation or treatment program. Such violations may also have legal consequences.

Mental Health and Substance Abuse treatment coverage may be available for eligible employees with drug or alcohol problems that have not resulted in and are not the immediate subject of disciplinary action, through FIRST CITIZENS BANC CORP Health Benefit Plans.

Under the Drug-Free Workplace Act, an employee who performs work for a government contract or grant must notify First Citizens of a criminal conviction for drug-related activity occurring in the workplace. The report must be made within five days of the conviction.

Employees with questions on this policy or issues related to drug or alcohol use in the workplace should raise their concerns with their supervisor or the Human Resources Officer.

7.4 Personal Appearance

The image that the Company projects to its customers is that which its employees portray. The Company's public image is a direct result of its staff, individually and collectively. Accordingly, reference is hereby made to the Company's "Personal Appearance Guidelines", which are incorporated in this Code by reference, which are available to all employees on the Company's website and which will be followed and adhered to at all times.

7.5 Family and Personal Relationships; Nepotism Policy

A First Citizens employee may not supervise directly, or supervise the supervisor of, a family member or anyone with whom he or she has a close relationship. An employee may not allow a friendship or any personal relationship with another employee to influence his or her judgment in work-related matters such as hiring, job assignments, appraisals, promotion and compensation decisions.

APPENDIX

First Citizens Policies adopted by Board of Directors of the Corporation (as of 5-0-07)

ACH Risk Control Policy
Advertising Policy
Affirmative Action Policy
Affirmative Action For Veterans Policy
Allowance for Loan and Lease Loss (ALLL)
Anti-Tying Policy
Asset Liability Policy
Audit Committee Charter
Audit Department Charter
Avian Flu Preparedness Plan
Bank Secrecy Act
Bank-Owned Life Insurance Policy
Branch Closing Policy
Business Continuity Plan Policy
Business Travel and Expense Policy
Change in Management Procedure
Code of Conduct
Compliance Council Charter
Compliance Policy
Computer Software and Hardware Policy
CRA Policy
Customer Complaint Policy
Dividend Policy
Do Not Call Policy
Electronic Funds Transfer (Regulations E)
E-Mail Policy
Equity Investment
Excess Transaction Policy & Procedures
Fixed Assets Policy
Funds Transfer Policy
Funds Transfer Authorization List
Harassment Policy
HIPPA – ASO Privacy Notice
Incident-Accident Procedure
Information Security and Incident Response
Information Security Program Policy
Insider Trading Policy
Inter-bank Liabilities
Internet Access Policy

Investment Policy
Lending Guideline-Commercial
Lending Guideline-Consumer
Loan Policy
Master Rate Change Procedure
Nominating Committee Charter
Non-Deposit Investment Policy
Overdraft-Check Protect Customer Disclosure
Overdraft Policy
Personal Appearance Guideline
Privacy Policy – Children
Privacy Policy
Regulation CC (Expediated Funds)
Right to Financial Privacy
Security Policy
Security Procedure – Citizens Banking Company
Security Procedure – Bomb Threat Checklist
Sr. Mgmt. Succession – Citizens
Sr. Mgmt. Succession – First Citizens Banc Corp
Trust Policy
Truth-in-Savings (Regulation DD)
Unclaimed Funds Policy
Vendor Management Policy
Whistleblower Policy (Accounting Concerns)