

**FIRST CITIZENS BANC CORP.  
COMPENSATION COMMITTEE CHARTER**

**Purpose**

The Compensation Committee (the "Committee") shall review and approve on behalf of First Citizens Banc Corp. and its subsidiaries (collectively the "Company") executive compensation programs (including any incentive compensation, employment or change of control contracts, and executive equity compensation plans), evaluate the performance of the Chief Executive Officer ("CEO") and other executive management based upon the goals and objectives of the compensation plans, establish the compensation of the CEO and provide general oversight of employee benefit and compensation matters. The Committee will prepare any reports appropriate to be included in the Company's annual proxy statement. The Committee shall also advise the Board of Directors (the "Board") regarding the compensation paid to non-employee directors for service on the Board and its committees.

**Membership**

The Compensation Committee shall be comprised of three or more members of the Company's Board of Directors. Each member of the Committee shall be independent under the applicable Standards of the National Association of Securities Dealers, as interpreted by the Company's Board of Directors, and any other applicable standards. A member shall immediately disclose to the Committee's chairperson any fact or relationship that may affect the independence of the member.

Members shall be appointed to the Committee by the Board upon the recommendation of the Company's Nominating and Corporate Governance Committee. Each member shall serve at the pleasure of the Board for the term that the Board determines.

**Operations**

The Committee shall meet at least two times per year at a time and place designated by its chairperson. The presence of a majority of the Committee's members shall constitute a quorum. The Committee may permit attendance at its meetings by Company management, consultants, advisors and others when it determines that their attendance will facilitate its activities. The Committee shall maintain and shall provide to the Board minutes of each meeting reflecting its actions and recommendations.

**Duties and Responsibilities**

The Compensation Committee shall be responsible for and authorized to perform the following functions:

1. In consultation with senior management, establish the Company's compensation philosophy and oversee the adoption and implementation of its compensation programs.

2. Adopt the goals and objectives applicable to the compensation of the Company's CEO, evaluate the CEO's performance based upon the goals and objectives and establish the compensation of the CEO.
3. Consider and approve compensation programs for the executive management of the Company.
4. Oversee generally the Company's compensation programs, including appropriate reviews to identify and avoid risks to the Company that may be created by the programs.
5. Conduct or oversee any investigations or reviews related to compensation programs or other compensation matters necessary as a result of any applicable governmental requirements and render any certifications appropriate in connection with such requirements.
6. Approve any employment contracts or similar arrangements (and any amendments to such arrangements) which have a duration of at least two years, except any employment contracts or similar arrangements related to an acquisition by the Company or its subsidiaries unless the arrangement has a duration of at least three years.
7. Approve any change of control agreements that would provide an employee with change or control benefits in excess of the employee's cash compensation for one year.
8. Generate each report of the Committee to be included in the Company's annual proxy statement in accordance with applicable SEC requirements.
9. Periodically review the Committee's Charter and recommend appropriate changes to the Board.
10. Perform any other duties and responsibilities related to the Company's compensation which have been delegated to the Committee by the Board.

### **Authority**

The Committee shall have the authority necessary or useful to accomplishing its duties and responsibilities. The Committee shall have access to Company personnel and relevant Company records. The Committee may select, engage and terminate as it deems appropriate, consultants, advisers and/or legal counsel respecting matters under its consideration and may approve the fees and other terms for the retention of its consultants, advisers and legal advisors. At its option, the Committee may delegate to subcommittees any of its duties, responsibilities and authorities, on terms and conditions and with such limitations as the Committee deems appropriate.