



27<sup>th</sup> Annual Meeting of  
Shareholders

April 22, 2010

Welcome and Call To Order

**Mark A. Klein**

President and CEO  
Rurban Financial Corp. and  
The State Bank and Trust Company



## Rurban Financial Corp. Annual Meeting Agenda

- **Introductions**
- **Chairman's Remarks**
- **Rurban Overview**
- **Rurban's Progress and Strategy**
- **RDSI Update**
- **Election Results**
- **Questions**



## Rurban Financial Corp. Special Guests

- **BKD, LLP – Craig Liechty**
- **Plante Moran – Bob Funke**
- **Vorys, Sater, Seymour & Pease, LLP –  
Tony Weis**
- **Weaner, Zimmerman, Bacon, Yoder &  
Hubbard, Ltd. – Stan Yoder, Steve Hubbard**



## Anthony V. Cosentino



- Chief Financial Officer for Rurban and The State Bank and Trust Company
- 25 year financial executive with experience in regional and community banks
- BS-Miami; MBA-Ohio State
- Certified Public Accountant
- Will be relocating to the Defiance community



## The State Bank and Trust Company Executive Management

- Reliance Financial Services President – Craig A. Kuhlman
- Senior Lender – Jonathan R. Gathman
- Chief Retail Officer – Steven R. Grube
- Regional President, Lima – David A. Anderson
- Regional President, Columbus – David A. Homoelle
- Regional President, Toledo – John A. Kendzel
- Regional President, Fort Wayne – David L. Schnepf
- Market Executive, Fulton and Williams County - Ryan D. Miller



## The State Bank and Trust Company Management

- Head of Operations – Michael D. Ebbeskotte
- Chief Deposit Officer – Kristen K. Nusbaum
- Residential Real Estate – Pamela Benedict
- Residential Real Estate, Columbus –  
Steven J. Watson



## Rurban Financial Corp. SB&T - Advisory Board Members

### **Eulton County**

James M. McDonnell  
Virginia E. Neuenschwander  
Edward L. Nofziger  
Joseph P. O'Neil  
Joseph D. Short  
Samuel V. Witt

### **Lima Region**

Dr. Patrick A. Chaney  
Joseph T. Guagenti  
Ronald R. Miller  
Timothy J. Stolly

### **Paulding County**

Floyd F. Furrow  
John H. Kauser  
Dr. John M. Saxton  
Ronda J. Stabler  
Rex L. Williamson

### **Williams County**

Alan E. Fiser  
Jerry D. Kneipp  
William G. Martin  
Glen L. Newcomer  
Richard L. Reed  
Michael W. Spangler



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# Rurban Financial Corp. Director Overview and Insight

## **Steven D. VanDemark**

- Chairman, Rurban Financial Corp.
- Chairman, The State Bank and Trust Company
- Director, RDSI

# Rurban Financial Corp. Board of Directors

**2010**

Thomas M. Callan  
Richard L. Hardgrove\*  
Mark A. Klein  
Steven D. VanDemark\*

**2011**

John R. Compo  
Robert A. Fawcett, Jr.  
Gaylyn J. Finn  
Rita A. Kissner

**2012**

Thomas A. Buis  
Kenneth A. Joyce  
Thomas L. Sauer  
Dr. J. Michael Walz\*

\* Indicates RDSI Board Member



# Rurban Financial Corp. Director Committees

- Audit Committee
  - Chairman: Rita A. Kissner
  - Financial Expert: Richard L. Hardgrove
- Compensation Committee
  - Chairman: Dr. J. Michael Walz
- Governance and Nominating Committee
  - Chairman: Thomas A. Buis
- Loan Review Committee
  - Chairman: Thomas M. Callan



Mark A. Klein  
President and CEO

Anthony V. Cosentino  
CFO

Rurban Financial Corp. and  
The State Bank and Trust Company

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## Rurban Financial Corp. Profile

- Headquartered in Defiance, Ohio
- Listed on NASDAQ Global Market: RBNF
- Nineteen (19) Banking Centers and a Loan Production Office in seventeen communities in Ohio and Indiana
- \$673 million in assets at December 31, 2009
- Two wholly-owned subsidiaries:
  - The State Bank and Trust Company (community banking) including Reliance Financial Services
  - RDSI (data and item processing for banks)



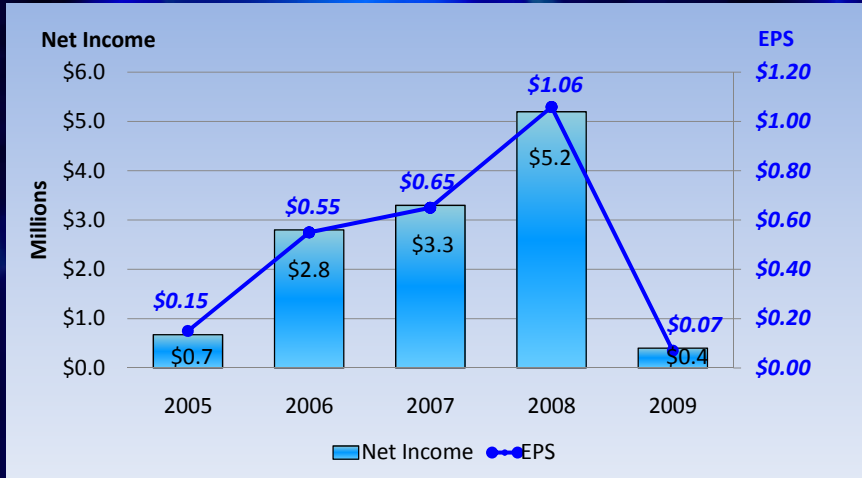
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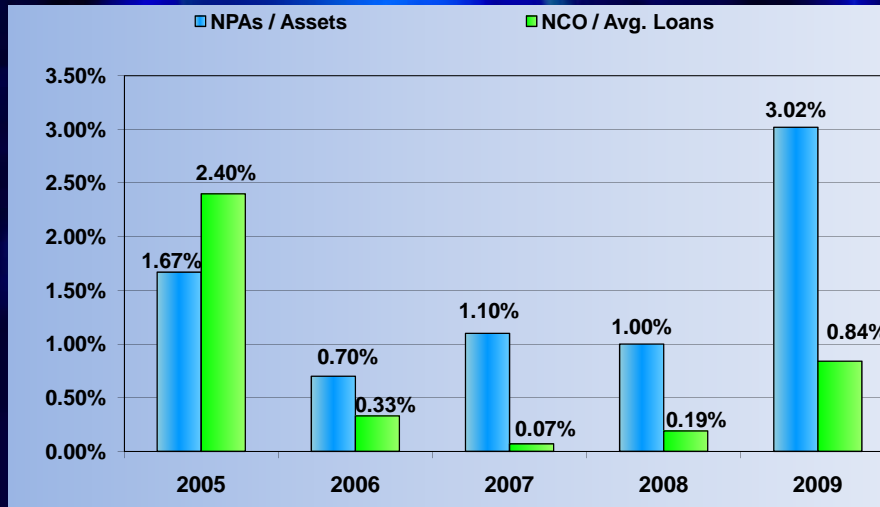




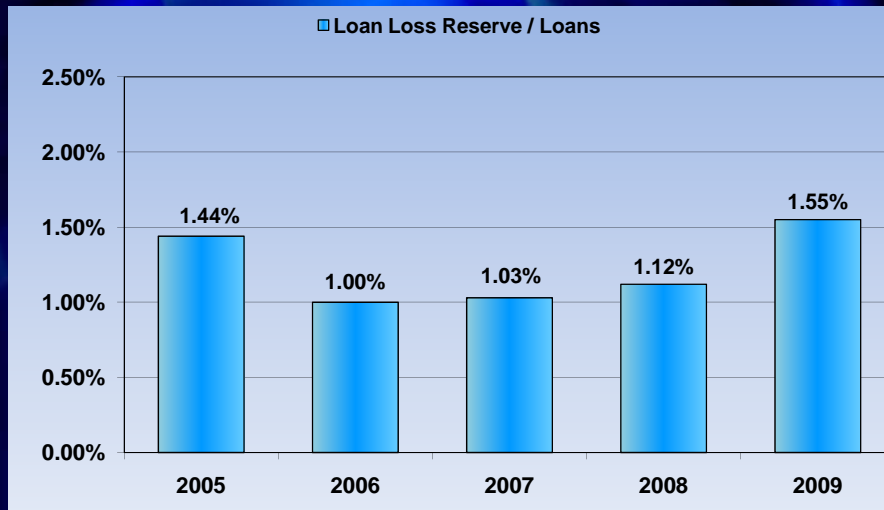
# Rurban Financial Corp. Net Income and Earnings Per Share



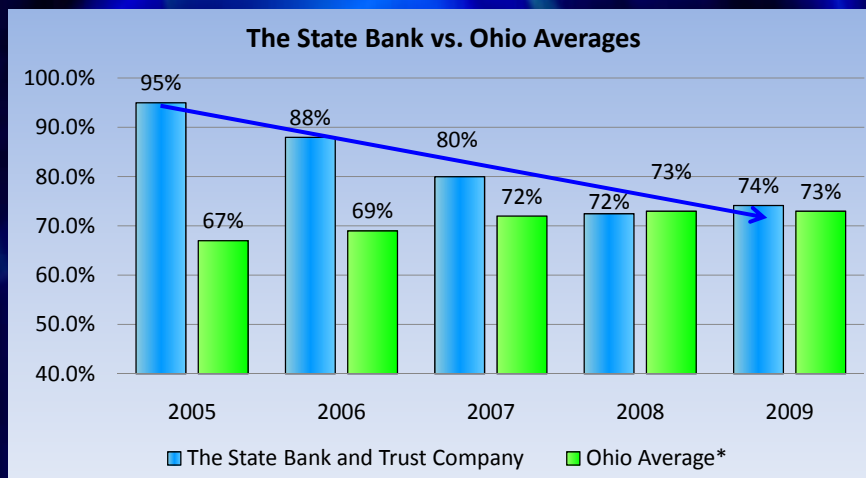
# Rurban Financial Corp. Asset Quality



# Rurban Financial Corp. Asset Quality



# Rurban Financial Corp. Efficiency Ratio



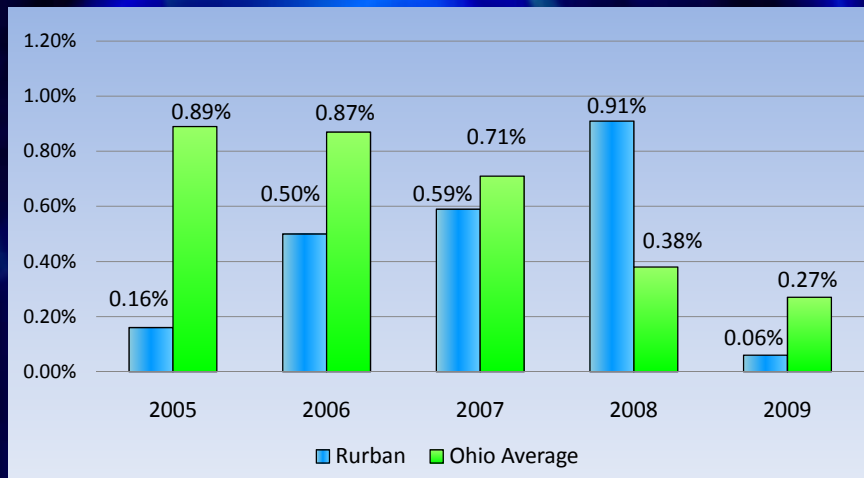
\* KBW Report – Ohio Publicly Traded Banks Peer Analysis, Ohio Averages



Mark Klein

Focus on Our Future

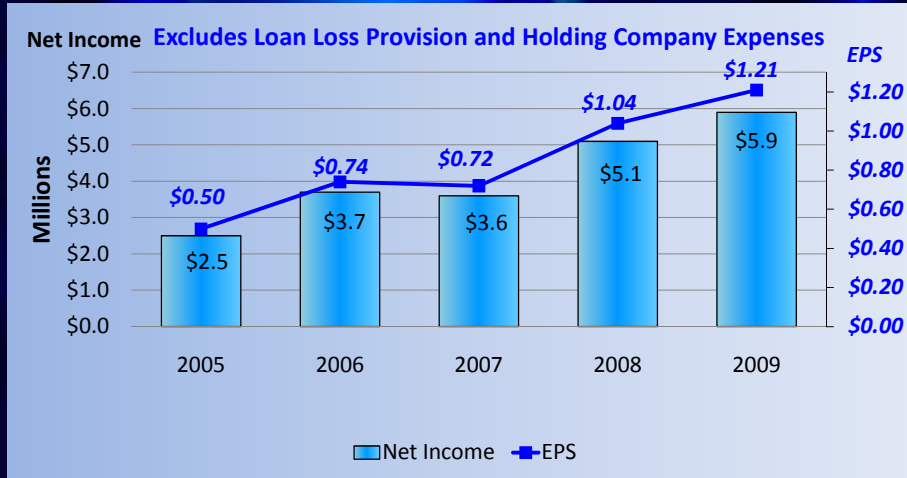
## Rurban Financial Corp. Return on Assets



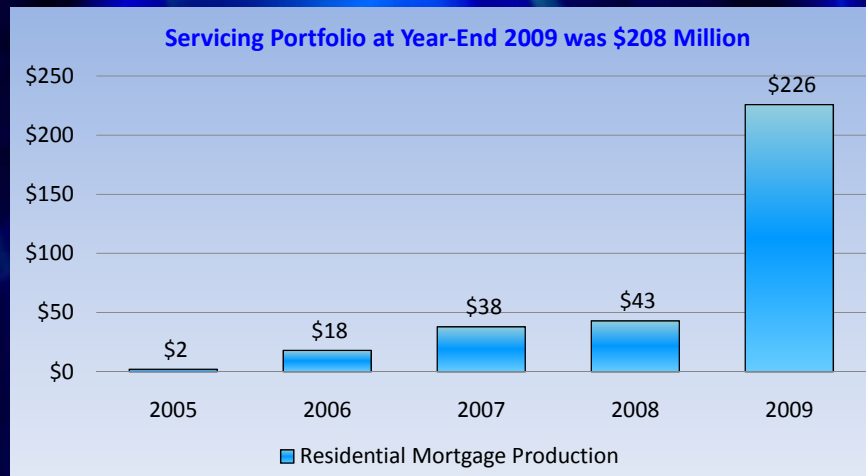
\* KBW Report – Ohio Publicly Traded Banks Peer Analysis, Ohio Averages



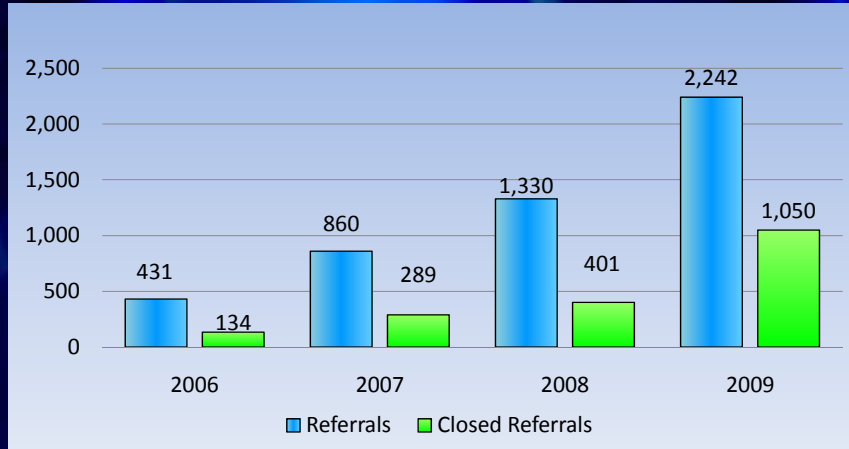
## The State Bank and Trust Company Earnings – Excluding LLP



## The State Bank and Trust Company Residential Mortgage Production



## The State Bank and Trust Company Referrals



## The State Bank and Trust Company

### ➤ 2010 and beyond

- Strong Strategic Planning Process
  - Reestablish Consistent Growth in Earnings
  - Improving Asset Quality
  - Preserving Capital
  - Improving Expense Control
  - Continual Expansion of Mortgage Volume
  - Strategic Acquisitions that are Immediately Accretive
  - Process Improvement
  - Expand Sales Culture



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**RDSI** Banking Systems

**Kenneth A. Joyce**

**President and CEO**



## **RDSI Directors.**

- Daniel W. Farrell, Jr. Chairman
- Kenneth A. Joyce
- Donald E. DeWitt
- Richard L. Hardgrove
- John W. Schock
- Steven D. VanDemark
- Dr. J. Michael Walz



## **RDSI Management Team.**

- William C. Brandt
- James M. Bremer
- Jon A. Brenneman
- Timothy Pearson
- Gary A. Saxman
- Jeffrey D. Sewell
- Duane L. Sinn



## Ken Joyce.



- Executive Vice Chairman  
Rurban Financial Corp.
- Transitioning to RDSI upon  
RDSI Spin-off
- Provides a consulting role  
with RFC through year-end  
2010
- Chief Executive Officer of  
RDSI since 1997

## RDSI Overview.



- Founded in 1964 and  
incorporated in 1976 as RDSI
- Providing Data Processing and  
Item Processing Services
- Partnered with Fiserv/ITI in 1994
- Entered a strategic partnership  
with **New Core Banking  
Systems** in 2009
- Servicing with Single Source™  
exclusively beginning 2011

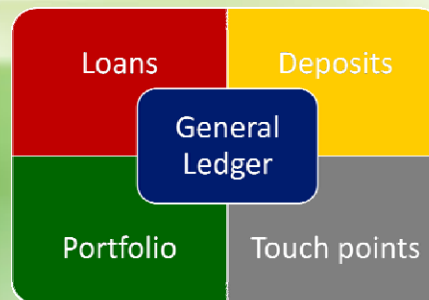


## New Core Banking Systems.

- Incorporated in December, 2004 as a privately held company
- Sales and technical office in Birmingham, AL
- Every employee has an ownership stake and an average of 18+ years of banking experience
- Proven ability to grow a mission critical banking product from inception to maturation
- Responsible for the design and development of Single Source™ Software



## Single Source Software Architecture.





- ## RDSI Spinoff.
- Rurban Financial Corp. intends to spin-off RDSI
  - Executing the Spin-off is at the sole discretion of the Rurban Board of Directors
  - At the Spin-off, Rurban Shareholders will receive one share of RDSI for each share of Rurban
  - Rurban Shareholders will continue to hold their Rurban Shares
  - After the Spin-off, each shareholder will have one share of Rurban and one share of RDSI
- 
- A small 'RDSI' logo is located in the bottom left corner of the slide.

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Questions?