



**CIB Marine Bancshares, Inc.  
1930 West Bluemound Road, Suite D  
Waukesha, Wisconsin 53186**

April 18, 2013

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of CIB Marine Bancshares, Inc. to be held at 1:00 p.m., local time, on Thursday, May 23, 2013, at the Milwaukee Athletic Club, 758 North Broadway, Milwaukee, Wisconsin.

All shareholders of record of CIB Marine's common stock at the close of business on April 3, 2013 will be entitled to vote at the Annual Meeting.

The accompanying Notice of Annual Meeting of Shareholders, Proxy Statement and proxy card discuss the business to be acted upon at the meeting.

If you are unable to attend the Annual Meeting in person, you may listen to the meeting by teleconference. Please see the next page for more information and instructions on how to participate.

As we have done in the past, we plan to take questions from shareholders present at the meeting. If you will be unable to attend in person and wish to submit a question for management's consideration, please submit your question in writing to CIB Marine Bancshares, Inc.; Attn: Shareholder Relations; 1930 West Bluemound Road; Suite D; Waukesha, WI 53186 or via email to [shareholderrelations@cibmarine.com](mailto:shareholderrelations@cibmarine.com).

On behalf of the Board of Directors, and officers and employees of CIB Marine, we would like to thank you for your continued support and your attention to this important matter.

Sincerely,

CIB Marine Bancshares, Inc.

A handwritten signature in black ink, appearing to read "Charles J. Ponicki", is written in a cursive style.

Charles J. Ponicki  
President and Chief Executive Officer

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 23, 2013**

The Proxy Statement and 2012 consolidated audited financials are available at [www.cibmarine.com](http://www.cibmarine.com).

**TELECONFERENCE INSTRUCTIONS**

In order to access the teleconference of the meeting, please dial (888) 455-2260 (domestic) and provide Conference ID #7741376 to the greeter. Please note that listening to the teleconference of the meeting will not constitute attendance at the meeting for purposes of determining a quorum. In addition, you will not be able to vote via teleconference. Accordingly, even if you intend to participate in the teleconference, it is important for you to return your completed proxy card to us in advance of the meeting in order for your attendance and vote to be counted.

**CIB MARINE BANCSHARES, INC.**  
1930 West Bluemound Road, Suite D  
Waukesha, WI 53186

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 23, 2013**

Dear Shareholder:

The 2013 Annual Meeting of Shareholders (“Annual Meeting”) of CIB Marine Bancshares, Inc. (the “Company”) will be held at the Milwaukee Athletic Club, 758 North Broadway, Milwaukee, Wisconsin on Thursday, May 23, 2013, at 1:00 p.m., local time. The meeting is being held for the following purposes:

1. To elect two directors to serve on the Board of Directors of the Company;
2. To ratify the appointment of Crowe Horwath LLP as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2013; and
3. To transact any other business that may properly come before the Annual Meeting and any adjournment or postponement thereof.

The Company’s Board of Directors recommends that you vote FOR the election of the director nominees named in Proposal 1 and FOR the ratification of the appointment of Crowe Horwath LLP as the Company’s independent registered public accounting firm as presented in Proposal 2 of the enclosed Proxy Statement. We urge you to read the entire Proxy Statement carefully.

Only shareholders of record of the Company’s common stock at the close of business on April 3, 2013 are entitled to notice of and to vote at the meeting and at any adjournment or postponement thereof. To gain admission to the Annual Meeting of shareholders, you will need to demonstrate that you are a shareholder of the Company. All shareholders will be required to present valid, government-issued, picture identification. If your shares are registered in your name, your name will be compared to the list of registered shareholders to verify your share ownership. If your shares are in the name of your broker or bank, you will need to bring evidence of your share ownership, such as your most recent brokerage account statement or a legal proxy from your broker. If you do not have valid picture identification and proof that you own Company shares, you will not be admitted to the Annual Meeting of shareholders. Please arrive in advance of the start of the meeting to allow time for identity verification.

Your vote is important. Whether or not you plan to attend the meeting, please act promptly to vote your shares. You may vote your shares by completing, signing and dating the enclosed proxy card and returning it in the accompanying postage paid envelope provided. You may also vote your shares by telephone or through the internet by following the instructions set forth on the proxy card. Your right to vote in person at the meeting is not affected by returning the proxy card, or voting by telephone or through the internet. **Your prompt action will aid the Company in reducing the expense of proxy solicitation.**

BY ORDER OF THE BOARD OF DIRECTORS



Daniel J. Rasmussen  
Executive Vice President, General Counsel and Secretary

**CIB MARINE BANCSHARES, INC.**  
1930 West Bluemound Road, Suite D  
Waukesha, WI 53186  
(262) 695-6010

## **Proxy Statement for Annual Meeting of Shareholders**

The Board of Directors of CIB Marine Bancshares, Inc. is soliciting your proxy to vote at the Annual Meeting of Shareholders to be held on Thursday, May 23, 2013, at 1:00 p.m., local time, and any adjournment or postponement of that meeting. The meeting will be held at Milwaukee Athletic Club, 758 North Broadway, Milwaukee, Wisconsin. This proxy statement and the accompanying proxy card and Notice of Meeting was first mailed on or about April 18, 2013 to all shareholders of record as of April 3, 2013 (the "Record Date"). The only voting securities of the Company are shares of the Company's common stock, \$1.00 par value per share (the "Common Stock"), of which there were 18,127,892 shares outstanding as of the Record Date (excluding treasury stock). Each share of Common Stock is entitled to one vote. The Company needs a majority of the shares of Common Stock outstanding on the Record Date present, in person or by proxy, to hold the Annual Meeting.

In this proxy statement, we refer to CIB Marine Bancshares, Inc. as the "Company," "CIB Marine," "we" or "us" and the Board of Directors as the "Board."

Our consolidated financial statement for the year ended December 31, 2012 ("2012 Annual Report"), is available in the "Additional Financial Information" section of our website ([www.cibmarine.com](http://www.cibmarine.com)). You may also may obtain a copy of our 2012 Annual Report, without charge, by contacting our Investor Relations department at the address or phone number listed above.

### **THE PROXY PROCESS AND SHAREHOLDER VOTING**

#### **Why am I receiving this proxy statement and proxy card?**

You are receiving a proxy statement and proxy card from us because you own shares of our Common Stock. This proxy statement describes issues on which we would like you, as a shareholder, to vote. It also gives you information on these issues so that you can make an informed decision.

When you sign the enclosed proxy card, you appoint the proxy holder as your representative at the meeting. The proxy holder will vote your shares as you have instructed in the proxy card, thereby ensuring that your shares will be voted whether or not you attend the meeting. Even if you plan to attend the meeting, you should complete, sign and return your proxy card in advance of the meeting just in case your plans change.

If you have signed and returned the proxy card and an issue comes up for a vote at the meeting that is not identified on the card, the proxy holder will vote your shares, under your proxy, in accordance with his or her best judgment.

#### **What matters will be voted on at the meeting?**

You are being asked to vote on the election of two of our directors, whose terms will expire at the 2016 annual meeting of shareholders, and to ratify the appointment of Crowe Horwath LLP as our independent registered public accounting firm, as more fully described in this proxy statement.

## **How do I vote?**

You may vote your shares by proxy by any of the following methods: by mail, by telephone, or by internet. To vote by mail, complete and sign the enclosed proxy card and mail it in the enclosed pre-addressed envelope. No postage is required if mailed in the United States. If you mark your proxy card to indicate how you want your shares voted, your shares will be voted as you instruct. If you sign and return your proxy card but do not mark the card to provide voting instructions, the shares represented by your proxy card will be voted "for" both nominees for director named in this proxy statement, and "for" the ratification of Crowe Horwath LLP as our independent registered public accounting firm. To vote your shares by telephone, please call the toll-free number set forth on the proxy card. To vote your shares by internet, use the internet site provided on the proxy card.

If you want to vote in person, please come to the meeting. We will distribute written ballots to anyone who wants to vote at the meeting. Please note, however, that if your shares are held in the name of your broker (or in what is usually referred to as "street name"), you will need to arrange to obtain a proxy from your broker in order to vote in person at the meeting.

## **What does it mean if I receive more than one proxy card?**

If you receive more than one proxy card, it means that you have multiple holdings reflected in our stock transfer records and/or in accounts with stockbrokers. Please sign and return ALL proxy cards to ensure that all your shares are voted.

## **If I hold shares in the name of a broker, who votes my shares?**

If you received this Proxy Statement from your broker, your broker should have given you instructions to direct it how to vote your shares. It will then be your broker's responsibility to vote your shares in the manner you direct.

Under the rules of various national and regional securities exchanges, brokers may generally vote on routine matters. However, the election of directors is not routine and cannot be voted without your instructions. Therefore, we encourage you to provide directions to your broker as to how you want your shares voted on the matters to be brought before the meeting. You should do this by carefully following the instructions your broker gives you concerning its procedures. This ensures that your shares will be voted at the meeting.

## **What if I change my mind after I return my proxy?**

If you hold your shares in your own name, you may revoke your proxy and change your vote at any time before the polls close at the meeting. You may do this by:

- signing another proxy card with a later date and returning that proxy to us;
- voting by telephone or through the internet on a later date;
- sending notice to us that you are revoking your proxy; or
- voting in person at the meeting.

You should send any later-dated proxy card or notice of revocation to: CIB Marine Bancshares, Inc., 1930 West Bluemound Road, Suite D, Waukesha, Wisconsin 53186, Attention: Daniel J. Rasmussen, Secretary. All items mailed to CIB Marine must be received no later than the close of business May 21, 2013.

If your shares are registered in the name of your broker and you want to revoke your proxy, you will need to contact your broker to do so.

**How many votes do we need to hold the Annual Meeting?**

A majority of the shares of Common Stock outstanding and entitled to vote as of the Record Date must be present in person or by proxy at the Annual Meeting in order to conduct business at the meeting. Shares are counted as present at the meeting if the shareholder either is present and votes in person at the Annual Meeting, or has properly submitted a signed proxy card or telephone or internet proxy. The inspectors of election appointed for the Annual Meeting will determine whether or not a quorum is present. The inspectors of election will treat abstentions and broker non-votes as present and entitled to vote for purposes of determining the presence of a quorum. A broker non-vote occurs when a broker holding shares for a beneficial owner does not have authority to vote the shares and has not received instructions from the beneficial owner as to how the beneficial owner would like the shares to be voted.

**How many votes are required to approve the proposal?**

The two individuals receiving the highest number of votes cast "for" their election will be elected as our directors. The ratification of the appointment of Crowe Horwath LLP as our independent registered public accounting firm will be approved if the number of votes cast "for" that proposal exceeds the number of votes cast "against" it. Abstentions and broker non-votes will not count as votes on the proposal for the election of directors or the ratification of the appointment of Crowe Horwath LLP and will not affect the outcome of those votes.

**What options do I have for voting on the proposal?**

You may vote "for" or "withhold" for each nominee for director. You may vote "for," "against" or "abstain" on the ratification of the appointment of Crowe Horwath LLP as our independent registered public accounting firm.

**How are votes counted?**

Voting results will be tabulated and certified by our transfer agent, Computershare Trust Company N.A.

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## PROPOSAL 1 -- ELECTION OF DIRECTORS

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Our Board of Directors currently consists of eight members, and is divided into three classes: two classes with three directors each, and a third class with two directors. Our directors are generally elected to serve for a three-year period, or a shorter period if the director is elected to fill a vacancy, and until their respective successors have been elected and qualify. Two directors will be elected at the Annual Meeting and will serve until the 2016 annual meeting of shareholders and until their successors have been elected and qualified.

The Board has nominated John P. Hickey, Jr. and Charles E. Baker to serve as directors. Each nominee is currently serving as a director and has consented to serve for a new term. There are no family relationships between any of the directors, nominees or executive officers. We do not anticipate that any nominee will be unable or unwilling to stand for election, but if that happens, your proxy will be voted for another person nominated by the Board.

**The Board of Directors recommends that you vote "FOR" the election of each of the nominees named above. Proxies solicited by our Board will be voted "FOR" these nominees unless otherwise instructed.**

### Information Regarding Nominees

*Nominees for Election at the Annual Meeting to Serve Until 2016:*

<b>Name and Age</b>	<b>Serving Since</b>	<b>Principal Occupation</b>
John P. Hickey, Jr. (65)	2007	Chairman of CIB Marine Bancshares, Inc. and CIBM Bank.
Charles E. Baker (68)	2008	Senior Technical Advisor to accounting firm, Clifton Larson Allen; retired partner of accounting, tax and advisory services firm, Ernst & Young LLP.

### Information Regarding Continuing Directors

*Continuing Directors Whose Terms Will Expire in 2014:*

<b>Name and Age</b>	<b>Serving Since</b>	<b>Principal Occupation</b>
Willard Bunn III (69)	2010	Managing Director of investment banking firm, Colonnade Advisors, LLC.
Charles J. Ponicki (62)	2011	President & CEO of CIB Marine Bancshares, Inc. and CIBM Bank.
Gary L. Longman (65)	2004	President & CEO of child welfare agency, Sunny Ridge Family Center; retired partner of accounting, tax and advisory firm, KPMG LLP.

*Continuing Directors Whose Terms Will Expire in 2015:*

<b>Name and Age</b>	<b>Serving Since</b>	<b>Principal Occupation</b>
Mark A. Elste (58)	2011	President, CEO & Director of investment advisory firm, Pennant Management, Inc.
Charles D. Mires (52)	2010	Director of Fixed Income and Alternative Strategies for private investment management firm and trust company, Franklin Street Partners.
Ronald E. Rhoades (58)	2010	Chairman, President and CEO of plastic manufacturer, Plastic Container Corporation.

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**PROPOSAL 2 – RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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Our independent registered public accounting firm for the fiscal year ended December 31, 2012 was Crowe Horwath LLP. Our Audit Committee has selected Crowe Horwath LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013. Although our shareholders are not required to vote on the appointment of our independent registered public accounting firm, we are presenting this selection to you for ratification. Proxies solicited by the Board of Directors will, unless otherwise directed, be voted to ratify the Board of Directors' appointment of Crowe Horwath LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2013.

Representatives of Crowe Horwath LLP are expected to attend the 2013 Annual Meeting. They will be given the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from shareholders present at the meeting.

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**OTHER PROPOSED ACTION**

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We currently do not intend to bring any other business before the Annual Meeting and, as far as we know, no matters are to be brought before the Annual Meeting except as specified in the Notice of Annual Meeting. However, as to any other business that may properly come before the meeting, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.

This proxy statement and our 2012 Annual Report are also available without charge on our website at [www.cibmarine.com](http://www.cibmarine.com).

This Proxy Statement is provided to you at the direction of our Board of Directors.

Daniel J. Rasmussen  
Executive Vice President  
General Counsel and Secretary