

CELEBRATING 110 YEARS



ISABELLA BANK
CORPORATION

2013

ANNUAL REPORT

CELEBRATING 110 YEARS

of **GROWTH**

& INNOVATION





ANNUAL SHAREHOLDER MEETING

April 30, 2014 at 5:00 p.m.

Comfort Inn & Conference Center • 2424 S. Mission St., Mt. Pleasant, MI 48858

MISSION STATEMENT

To create an operating environment that will provide shareholders with sustained growth in their investment while maintaining our independence and subsidiaries' autonomy.

EQUAL EMPLOYMENT OPPORTUNITY

The equal employment opportunity clauses in Section 202 of the Executive Order 11246, as amended; 38 USC 4212, Vietnam Era Veterans Readjustment Act of 1974; Section 503 of the Rehabilitation Act of 1973, as amended; relative to equal employment opportunity and implementing rules and regulations of the Secretary of Labor are adhered to and supported by Isabella Bank Corporation and its subsidiaries.



*Jae A. Evans, Chief Executive Officer &
David J. Maness, Chairman*

To Our Shareholders, Customers and Neighbors,

ANOTHER RECORD SETTING YEAR FOR NET INCOME, THE GRAND OPENING OF OUR SECOND BIG RAPIDS OFFICE, RECOGNITION BY THE DETROIT FREE PRESS AS A TOP 100 WORKPLACE AND 32 YEARS OF CONSECUTIVE DIVIDEND GROWTH ARE JUST A FEW OF OUR HIGHLIGHTS FROM 2013.

As we reflect upon this past year, our industry faced several challenges with low interest rates and more regulations. Yet, the lesson to be learned is that with challenge comes opportunity, and this year we made the most of those opportunities.

In 2013, we quietly celebrated our 110 year anniversary. For a bank, or any business, to celebrate an anniversary of this magnitude is quite an accomplishment. A healthy balance between tradition and innovation has helped us serve our communities for more than 110 years. Tradition focuses on our commitment to core values: caring for our communities, doing what is right for our customers, and empowering our employees on a local level. Innovation concentrates on growth into new markets, new product development, and strategic planning – anticipating future needs and planning for them. This year's letter focuses on our commitment to growth and innovation. It also describes the important role employees, directors and you have in our future success.

GROWTH: THREE OFFICES IN THREE YEARS

While many banks are closing offices, we continue to expand. In the last three years, we opened offices in two new communities, Midland and Freeland, and added a second location in Big Rapids. Every June, the FDIC releases market share data; the chart below shows our deposit growth in these communities.

DEPOSITS & MARKET SHARE by CITY (source: FDIC)

	June '13	June '12	June '11
Big Rapids			
Deposits (thousands)	\$25,389	\$22,560	\$23,543
Market Share	8.86%	8.66%	8.64%
Midland			
Deposits (thousands)	\$24,405	\$18,827	\$13,332
Market Share	2.45%	1.78%	1.20%
Freeland			
Deposits (thousands)	\$4,290	-	-
Market Share	5.37%	-	-

The Midland office, which opened in August 2010, continues to grow. In June 2013, we had close to \$25

We strive to not only provide our customers with the best service but also our employees with the best place to work. This year we were recognized by the Detroit Free Press among the Top 100 Workplaces in 2013. Companies recognized as Top Workplaces are based solely on surveys completed by their employees. The following responses were given by our employees and featured on the Detroit Free Press website:

"I am a family man and I am able to put my family first. With that security, it naturally commits me even more to the organization and makes me want to reciprocate and work even harder for them."

"The culture is strong. We are a people-first organization and care deeply about all employees. We are willing to spend money and resources on the development of employees at all levels."



"Top Workplaces are not only better places to work but are more likely to be successful than peer organizations."

-Detroit Free Press

million in deposits and we were already at 2.45% of the market. The community has been so welcoming; in fact, we will begin construction to expand the office later this year.

We have also had strong deposit growth in our Freeland and Big Rapids offices. Within nine months of opening our doors, the FDIC market share report already shows we have captured 5.37% of the market in Freeland (June 2013). While the data on the previous page was released prior to the opening of our second office in Big Rapids, it certainly shows our growing market share and potential in the community. We anticipate the second office will only enhance our market position.

Growth will continue to be a key strategic priority for us. As competition increases in our market area for quality loans and deposits, every one of our offices will play an important role in helping us grow.

OUR PEOPLE: A COMPETITIVE ADVANTAGE

In an industry where new regulations impact operations on a daily basis, financial institutions that employ the right people will have a competitive advantage over their peers. As mentioned above, the right people will be able to help the Bank grow; however, in today's environment, they must also have the skills to interpret new regulatory guidance and implement change. Those who can effectively communicate these changes within their own organization and to their customers will position themselves well for the future.

After experiencing the significant number of regulatory changes this past year, we are pleased to report we have the right people. We invested in both internal and external training programs to provide our employees with a solid foundation from which to make decisions. We also assembled task forces to navigate the complex regulatory changes. By gathering a team with representation from across the Bank, we were able to address operational and communication challenges at the same time. As a result of these efforts, our employees were more informed and able to update customers on how these regulations would impact them.

KEEPING IT LOCAL

Intuitively, we know what works in one community does not always work in another. Some businesses employ a one size fits all strategy into their planning process. We, on the other hand, understand that even though all of our offices are within a small geographic area, each community is very different, and we need to account for that in the way we are structured.

Our organizational structure complements our mission to keep it local. We empower all employees to make decisions locally. The steering committee for our strategic plan includes our division presidents who represent our different communities. Our directors bring unique perspectives and insight from different business backgrounds and geographic areas. The end result is a true community bank – dedicated to serving the needs of our diverse communities.

INNOVATION IS IMPORTANT

Years ago, the vast majority of our customers walked through our front door to do their banking. If we, as bankers, wanted to know who we were competing against, we looked out those same front doors. Today, telephone banking, online banking, ATMs, debit cards, and mobile banking have changed the way our customers access their accounts. And with the internet, our competition may be located in other areas of our state and beyond.

As we monitor the trends for our electronic services, we are witnessing changes in the way our customers do their banking. It may be surprising to learn our annual website visits are up 54% from just five years ago. This shows more people are using the internet as their main source of information. They are searching for new products, applying for loans, and using online banking to check their account balance. Even the technology people are using to access online banking is changing. Five years ago, less than 1% of our website visits came from

a mobile phone. Today, tablet and mobile phone visits account for nearly 20% of our website traffic.

These statistics build a compelling story why financial institutions need to invest in technology to remain competitive. We continuously monitor these trends to ensure we are offering the products and services our customers want and delivering them in the way they

would like to receive them. In 2013, we introduced a personal financial management tool, called My Finance, which put more information at our customers' fingertips. This free service allows customers to track their spending habits and establish personal financial goals. In 2014, we plan to continue our investment in electronic services.

THANK YOU FOR YOUR SUPPORT

Our success also depends upon your support. On behalf of our Board and employees, thank you for making an investment in your local community bank.

We hope you enjoy reading through the rest of our annual report. It provides more information about our performance and features our financial literacy efforts in our communities. Please mark your calendars for our annual shareholder meeting on April 30, 2014 at 5:00 p.m. at the Comfort Inn and Conference Center in Mt. Pleasant. We look forward to visiting with you there.

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Recognizing the Contributions of Our Employees

We would like to take this opportunity to recognize Mr. Jerome Schwind for his promotion to Executive Vice President and Chief Operations Officer. Jerome joined the Bank in 1999 and has served in various leadership roles including Chief Integration Officer and President of the Mecosta Division. We look forward to leveraging his skills and knowledge in lending, deposits, and strategic planning across the entire Bank.

In December, Mr. Mark DeNoyelles (Business Development) was promoted to Vice President and Mrs. Sara Scholer (Branch Administration) and Mrs. Leslie Thielen (Consumer Loans) were promoted to Assistant Vice Presidents.

Also congratulations to Mrs. Barb Diehm, Senior Vice President of Branch Administration, on her graduation from the Graduate School of Banking – Madison, Mr. Josh Eling and Mr. Vern Houin on their graduation from the Michigan Bankers Association Perry School of Banking, and Mr. Adam House and Mrs. Maria Venegas-Sexton on their graduation from the Independent Community Bankers Association Internal Audit School. These programs take many hours outside of work and we appreciate your efforts.

Thank you all for your hard work and dedication to our Bank.



*Dennis P. Angner,
President & Chief Financial Officer*

2013 Financial Highlights & Industry Challenges

Safe, Growing & Profitable

- Record net income in 2013 of \$12.51 million, a 2.49% increase over 2012
- Total assets under management at year end 2013 of \$2.14 billion, a 4.13% increase over 2012
- Record Earnings Per Share of \$1.63
- Cash Dividends of \$0.84 per share, a 5.00% increase over 2012

STRATEGIC GROWTH & PROFITABILITY

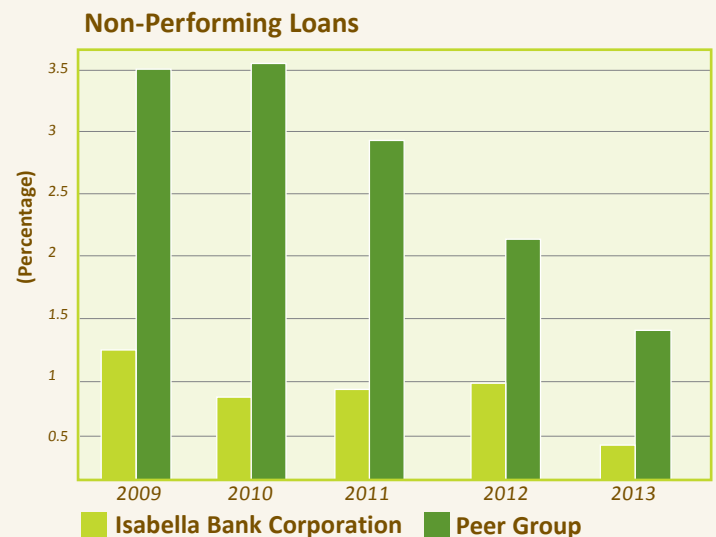
One of our strategic priorities is growth, both in deposits and loans. Ultimately, our ability to grow and manage our assets and liabilities drives profitability.

We are pleased to report that we grew in 2013, and we grew despite fierce competition in the market and without relaxing our underwriting standards. Our total assets were \$1.49 billion and assets under management - which included loans sold and serviced, and assets managed by the Investment and Trust Services Department - were \$2.14 billion. This was a 4.13% increase over December 31, 2012.

In 2013, our loans grew by \$35.28 million. While some financial institutions sacrifice quality for quantity when faced with the pressure to grow loans, we continue to use the same prudent underwriting standards we did years ago. This is the key to long-term sustainable loan growth. This strategy has also led to fewer “nonperforming loans” than our peer group. The table to the right compares our percentage of total loans classified as “nonperforming” to the peer group which consists of 344 banks nationwide with assets between \$1 and \$3 billion.

On the deposit side of the balance sheet, we grew by \$26.10 million in 2013. Earlier in the report, we showed the strong deposit growth in the communities of our three newest offices. While this has contributed to our growth, we recognize the impact that deepening relationships in our existing markets have had on our deposit growth. Our current customers are often our biggest fans and their positive remarks play a big role in our future growth.

Overall, the improvement in loan quality and growth resulted in net income of \$12.51 million in 2013, an increase of \$304,000 compared to net income in 2012. As mentioned earlier, our improvement in loan quality has had a direct impact on earnings as the provision for loan losses declined by \$1,189,000, or \$785,000 after federal income taxes.



INDUSTRY CHALLENGES

As I discussed in last year's letter, the Federal Reserve continues to pursue an extremely accommodative monetary policy. Low rates have put downward pressure on the entire banking industry's net interest income and compressed margins. As an example of this phenomenon, our average earning assets grew by \$74.32 million in 2013, which added \$77,000 in net interest income. In "normal times," an increase of this magnitude would have produced \$2.6 million of additional interest income. This is substantially more than the \$77,000 we actually earned. Overall, the headwinds caused by the Federal Reserve's monetary policy will put additional pressure on our industry to find other sources of income and continue to reduce expenses.

In addition to low interest rates, our industry also faces challenges from the increased regulatory environment. While the intent of these new regulations was to protect consumers from harmful mortgage products and other unethical foreclosure practices, there have also been many unintended consequences. Some of these include restricting the financial institutions flexibility when working with unique customer circumstances, reducing the number of new loans and increasing servicing costs of all mortgage loans. In some cases, these new rules may also increase foreclosures.

In 2013, many financial institutions spent substantial time and resources interpreting the new mortgage guidance from the Consumer Financial Protection Bureau. The new guidance requires monthly mortgage statements which will increase our costs to service loans. Staff spent countless hours preparing the Bank to meet the regulation's requirements, and how to adapt our operations to meet the new requirements. While we have had a busy year, we anticipate the impact of future regulations will not be as significant on our operations.

One of the lessons our industry has learned over the past five years is that success is built upon making several strategic decisions, not just one. As our shareholders and customers, it is important you know we have a solid strategic plan in place to guide us into the future. Looking forward to 2014, we are optimistic. We expect our interest income will improve over both 2012 and 2013 levels.

Industry Performance Trends

We subscribe to reports that track the financial performance of Isabella Bank Corporation and other bank holding companies in the United States, which are similar in size (\$1 - \$3 billion in assets). Our 2013 peer group consisted of 344 bank holding companies. The data below from 2011 - 2013 shows the positive performance trends for our industry:

	2013	2012	2011
Return on Average Assets (ROAA)			
Isabella Bank Corporation	0.86%	0.88%	0.79%
Peer Group	0.88%	0.79%	0.57%

This measures net income by the average asset size of the bank holding company. Despite a challenging economy, the Corporation's ROAA has remained relatively stable during the last three years. An increase of 0.31% in the peer group's ROAA from 2011 - 2013 shows the industry as a whole is getting stronger.

Problem Loans (Nonperforming)

Isabella Bank Corporation	0.42%	1.00%	0.95%
Peer Group	1.46%	2.23%	2.96%

This measures the percent of loans that are over 90 days past due and still accruing, or placed in non-accrual because collection is doubtful. Both the Corporation and the peer group have seen a decline in their nonperforming loans which is also a positive trend.

Risk Based Capital to Risk Weighted Assets

Isabella Bank Corporation	14.92%	14.48%	14.17%
Peer Group	15.33%	15.39%	15.37%

This measures the amount of capital held against risk based assets. The Federal Reserve's risk based capital rules require a ratio of 8.00% to be considered adequately capitalized. The Corporation and the peer group exceed this requirement which means they are well capitalized and have funds available to meet their customers' borrowing needs.

Allowance for Bad Debt to Problem Loans (Nonperforming)

Isabella Bank Corporation	339.63%	154.39%	173.10%
Peer Group	161.62%	119.80%	100.48%

Allowance for Bad Debt to Problem Loans measures the amount of reserves needed for probable loan losses on nonperforming loans. Both the Corporation and the peer group have more in reserves than in problem loans.

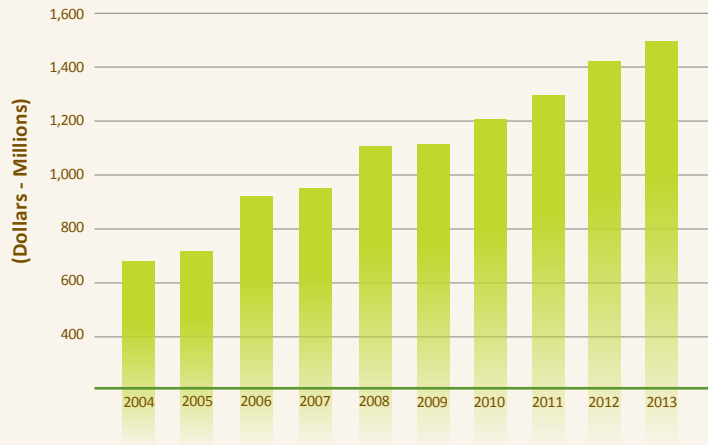
Financial Highlights

(Dollars in thousands except per share data)

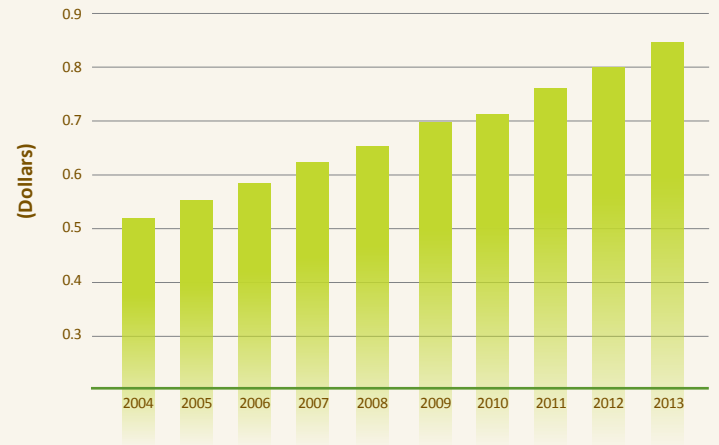
	2013	2012	2011	2010	2009
Income Statement Data					
Total Interest Income	\$ 54,076	\$ 56,401	\$ 57,905	\$ 57,217	\$ 58,105
Net Interest Income	\$ 43,055	\$ 42,978	\$ 41,702	\$ 40,013	\$ 38,266
Provision for Loans Losses	\$ 1,111	\$ 2,300	\$ 3,826	\$ 4,857	\$ 6,093
Net Income	\$ 12,510	\$ 12,206	\$ 10,210	\$ 9,045	\$ 7,800
Balance Sheet Data					
End of Year Assets	\$ 1,493,137	\$ 1,430,639	\$ 1,337,925	\$ 1,225,810	\$ 1,143,944
Daily Average Loans	\$ 790,132	\$ 754,304	\$ 743,441	\$ 725,534	\$ 725,299
Daily Average Assets	\$ 1,448,440	\$ 1,381,083	\$ 1,287,195	\$ 1,182,930	\$ 1,127,634
Daily Average Deposits	\$ 1,025,088	\$ 984,927	\$ 927,186	\$ 840,392	\$ 786,714
Daily Average Equity	\$ 163,010	\$ 160,682	\$ 151,379	\$ 145,304	\$ 137,910
Per Share Data					
Basic Earnings	\$ 1.63	\$ 1.61	\$ 1.35	\$ 1.20	\$ 1.04
Diluted Earnings	\$ 1.59	\$ 1.56	\$ 1.31	\$ 1.17	\$ 1.01
Cash Dividends	\$ 0.84	\$ 0.80	\$ 0.76	\$ 0.72	\$ 0.70
Market Value (at year end)	\$ 23.85	\$ 21.75	\$ 23.70	\$ 17.30	\$ 18.95
Tangible Book Value (at year end)	\$ 15.62	\$ 14.72	\$ 13.90	\$ 13.22	\$ 12.67
Financial Ratios					
Shareholders' Equity to Assets (at year end)	10.76%	11.50%	11.57%	11.84%	12.31%
Return on Average Equity	7.67%	7.60%	6.74%	6.22%	5.66%
Return on Average Tangible Equity	10.71%	11.41%	10.30%	9.51%	8.53%
Cash Dividend Payout to Net Income	51.61%	49.76%	56.51%	59.93%	67.38%
Return on Average Assets	0.86%	0.88%	0.79%	0.76%	0.69%



Total Assets



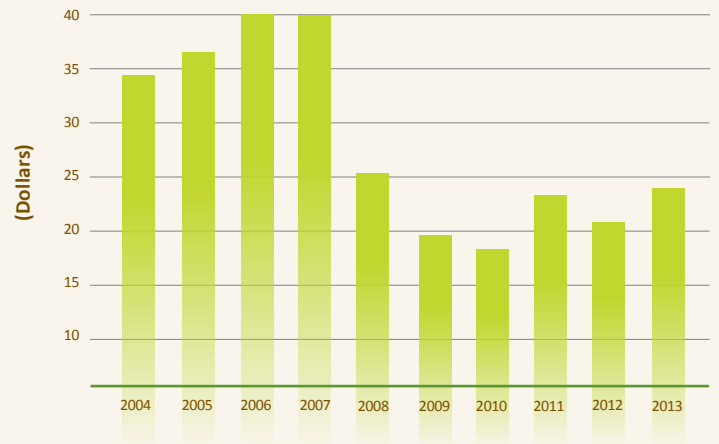
Dividends Per Share



Net Income



Ending Stock Price



FINANCIAL LITERACY TOOLS

We believe in giving our communities the tools they need to make solid financial decisions. In 2013, our financial literacy efforts left more than 11,000 positive impressions throughout our communities.

Free Tools Available on Our Website

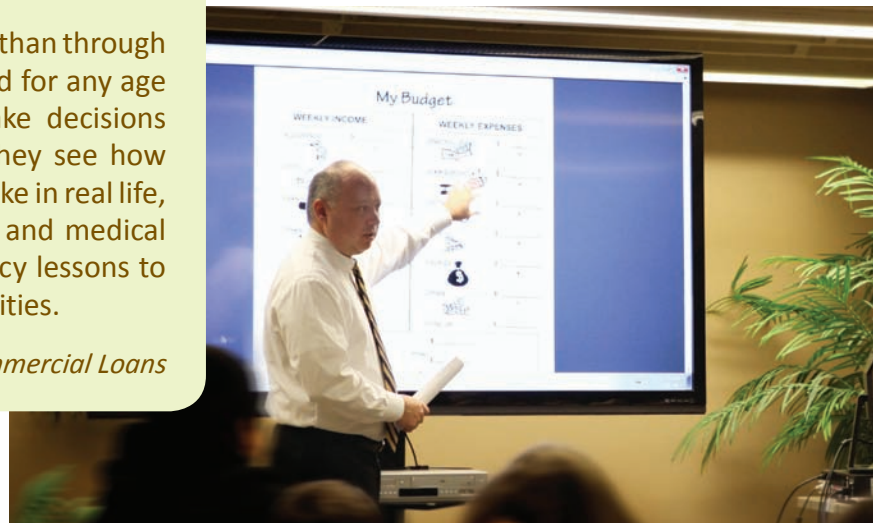
- Financial Calculators
- Goal Planning Guides
- Classroom Lessons
- Budget Templates
- Scam Alerts

In 2013, our online financial literacy resources received more than 8,000 visits.

Budget Game Prepares Students for the Future

What better way to teach students about budgeting than through a game. While our budget game can be customized for any age group, the high school version lets students make decisions about housing, transportation, and food. Then they see how these decisions affect their budget. The game, just like in real life, includes unexpected expenses such as car repairs and medical bills. In 2013, our employees taught financial literacy lessons to more than 1,800 students throughout our communities.

-Pictured right: Jeff Smith, Vice President, Commercial Loans



Financial Literacy Award

In 2013, we were recognized for our financial literacy efforts by the Michigan Bankers Association at their Annual BEST Conference.

New iPad App



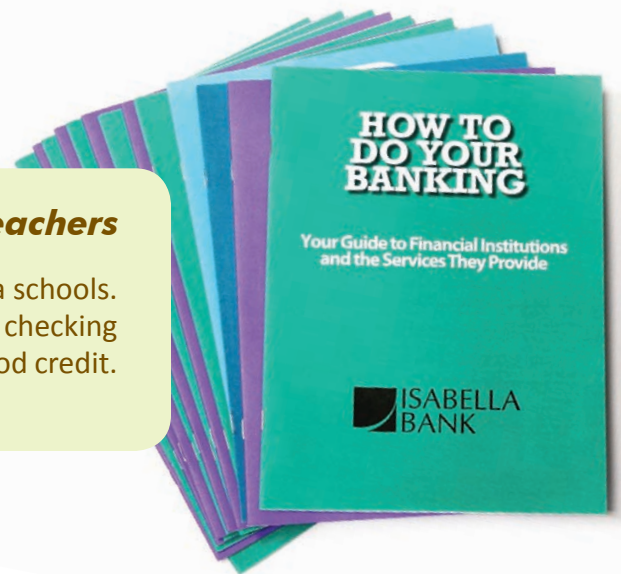
Introduced in 2013, the **Isabella Kids** App was designed to get students excited about saving. This free app lets youngsters select their own piggy bank, set savings goals, and play fun games to help develop money counting skills.
(available in the app store)

New Online Banking Budget Tool

This past year, we upgraded our online banking service to include a free tool called My Finance. This gives our online banking customers the ability to track their spending by category, establish goals, and create a budget. We currently have more than 800 users and look forward to introducing this service to more customers in 2014.

Tools to Help Teachers

In 2013, we provided more than 1,200 financial literacy books to area schools. Teachers use these books to educate students on how to balance a checking account, the importance of saving for the future, and how to build good credit.



Speaking at the State Capitol

We were honored to be invited to testify in front of the Michigan Senate Banking and Financial Institutions Committee on the importance of financial literacy education in our schools.

*-Pictured left: Mary Olivieri, Community Relations Director
Image courtesy of Michigan Bankers Association*



Board of Directors & Senior Officers



David J. Maness



Jae A. Evans



Dennis P. Angner



Dr. Jeffrey J. Barnes



Richard J. Barz



G. Charles Hubscher



Joseph LaFramboise



Thomas L. Kleinhardt



W. Joseph Manifold, CPA



W. Michael McGuire



Sarah R. Opperman

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President,
Maness Petroleum Corporation

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Chief Executive Officer,
Isabella Bank Corporation

DENNIS P. ANGNER

President and Chief Financial Officer,
Isabella Bank Corporation

DR. JEFFREY J. BARNES

Physician and Shareholder,
Lansing Ophthalmology, PC

RICHARD J. BARZ

Chief Executive Officer (retired),
Isabella Bank Corporation

G. CHARLES HUBSCHER

President,
Hubscher and Son, Inc.

JOSEPH LAFRAMBOISE

Sales and Marketing Executive (retired),
Ford Motor Company

THOMAS L. KLEINHARDT

President,
McGuire Chevrolet

W. JOSEPH MANIFOLD, CPA

Chief Financial Officer,
Federal Broach & Machine Co.

W. MICHAEL MCGUIRE

Director of the Office of the Corporate Secretary (retired),
The Dow Chemical Company

SARAH R. OPPERMAN

Principal,
Opperman Consulting LLC

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CYNTHIA J. DIEHM
Vice President

GREGORY S. MAPES
Vice President

PATRICIA A. PLAXTON
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Vice President

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President

JEROME E. SCHWIND
Executive Vice President,
Chief Operations Officer

DAVID J. REETZ
Chief Lending Officer

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Senior Vice President

DANIEL E. EVERSOLE
Senior Vice President

JAMES L. BINDER
Vice President

JULIE F. BOLT
Vice President

MARK K. DENOYELLES
Vice President

RANDY J. DICKINSON, CPA
Vice President

MICHAEL K. HUENEMANN
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BRIAN K. GOWARD
Vice President

BARBARA K. MCKENZIE
Vice President

Farwell Division Board of Directors

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THOMAS L. KLEINHARDT
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STEVEN D. PUNG
LARRY R. SCHOFIELD
THOMAS J. WALLACE

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MELODY M. DARNELL
Vice President

Greenville Division Board of Directors

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ALEXANDER R. KEMP
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STEVEN D. PUNG
RICHARD K. RUSSO
BRIAN R. SACKETT

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Vice President

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LAWRENCE E. EMIG
KEITH E. KENNEY
JOSEPH LAFRAMBOISE
STEVEN D. PUNG

Mecosta Division Officers

KEITH E. KENNEY
President

Financial Group Information Services Board of Directors

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JAE A. EVANS
JOSEPH LAFRAMBOISE
W. MICHAEL MCGUIRE
DAVID J. MANESS
TIMOTHY M. MILLER
STEVEN D. PUNG

Financial Group Information Services Officers

JULIE A. HUBER
Vice President

Retirements



Rick Barz

Our annual report would not be complete without paying tribute to Rick Barz. After 41 years of service, Rick retired from his position as the Corporation's CEO in December 2013. However, he will not be straying too far from his community bank roots – he continues to serve as a Director on both the Isabella Bank and Isabella Bank Corporation Boards.

"Rick's leadership and vision for community banking will leave a lasting impression on our organization. We cannot find enough words to properly express our gratitude for his dedication to our Bank, our industry, and most importantly, our customers and communities."

-Chair David Maness, Isabella Bank Corporation

The Bank and Corporation have experienced substantial growth and celebrated many milestones during the last 41 years. When Rick was hired in 1972, the Bank had three offices and \$37 million in assets. Today, the Bank has 27 offices and the Corporation has \$2.14 billion in assets under management. Like the leadership that went before him, Rick led his team to growth by emphasizing the importance of always doing the right thing and taking care of our local communities. These principles continue to serve as the foundation on which we have built our Bank and one of the keys to our success.

This past year, we were very proud when Rick was recognized as the 2013 Banker of the Year by the Michigan Bankers Association. It was a perfect culmination to a career of dedication and support to our Bank, industry and local communities. On behalf of our employees, customers, shareholders, and communities, thank you Rick for your commitment and service to the Bank.



Sandra Caul

Mrs. Caul served as a Director of Isabella Bank from 1994 - 2013 and the Corporation from 2005 - 2013. Most recently, she served on the Finance and Planning and the Compensation and Human Resource Committees. As a member of the health care industry, a retired state representative, and active community volunteer, her experiences gave incredible insight to our Boards. On behalf of the Isabella Bank Corporation and Isabella Bank Boards, we would like to express our sincere appreciation for her dedication and service to our Bank.

EMPLOYEE RETIREMENTS

DAVID GILLESPIE - 37 years
Vice President, Commercial Loans
Mt. Pleasant

JONATHAN WAINWRIGHT - 9 years
President, FGIS

EILEEN WEBER - 11 years
Receptionist
Breckenridge

In Sympathy



Wilson Lauer

We are extremely saddened by the passing of our Director, Will Lauer. Will joined our Corporate Board in July 2013 while continuing his 16-year service on the Isabella Bank Breckenridge Division Board. Will brought a unique perspective to our Board as a long-time farmer from the southern part of our market area. Will was an engaged director, actively listening, questioning, and offering comments. His commitment to the Bank, our shareholders and his community was obvious. He will be missed.

Stock Information

Isabella Bank Corporation common stock is traded in the over the counter market. The common stock is quoted on the OTCQB tier of the OTC Markets Group, Inc.'s electronic quotation system (www.otcm Markets.com) under the symbol "ISBA". Other trades in the common stock occur in privately negotiated transactions from time to time of which the Corporation may have little or no information. Current stock price and availability can be obtained by contacting a licensed broker or through the Investment and Trust Services Department at Isabella Bank. To learn more about Isabella Bank Corporation, visit the Investors tab at www.isabellabank.com or contact Shareholder Services.

Shareholder Services

For Information, Contact Debra Campbell
(989) 779-6237 | 401 N. Main St., Mt. Pleasant, MI 48558

or isabellabank.com ➔ Investors

Stock Price Information

Email Alerts on Closing Stock Price

Direct Stock Purchase Plan

Dividend Reinvestment

Current News



Investing in Our Future

Our employees and directors have a vested interest in the success of our organization. As of December 31, 2013, our employees, directors and their families owned approximately 11% of our outstanding shares.

Isabella Bank Corporation
401 N. Main St., Mt. Pleasant, MI 48558