



NOMINATING & GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating & Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Riverview Bancorp, Inc. (the “Company”) and Riverview Bank (the “Bank”) to:

- Evaluate Board Performance
 - Develop and administer an annual internal evaluation of the Board’s performance, seeking input from Board members for collective, individual and committee performance. Use the results to improving overall effectiveness of the Board and its activities.
- Oversee the Board Succession Planning Process
 - Design a succession plan to ensure the smooth transition of board leadership at Riverview Bank, establishing a framework for identifying and preparing qualified candidates for board positions to maintain the Bank’s strategic vision, governance and community engagements.
 - Ensure the plan applies to all current and future members of the Board of Directors and outlines the responsibilities and duties of the Nominating & Governance Committee, as well as the procedures for succession in both planned and unplanned circumstances.
 - Maintain a database of potential candidates.
- Direct Board Orientation/Training/Education
 - Develop and monitor a formal program of orientation for new board members, and ongoing training and education for current board members to enhance understanding and improve individual and collective board performance.
- Direct CEO Succession Planning
 - Design a CEO succession plan to ensure the smooth transition of leadership, minimizing disruption, and maintaining the Bank’s long-term strategy and goals.
 - Appoint a subcommittee of the Nominating & Governance Committee to manage the CEO Succession Plan. Appoint a member of the Nominating & Governance Committee as the subcommittee chair. Subcommittee members will include the Board Chair, chairs of the Nominating & Governance and Compensation committees, and the current CEO as advisor.

II. COMPOSITION AND QUALIFICATIONS

The Committee shall be comprised of three (3) or more directors as determined by the Board, all of whom shall be independent non-executive directors, who are not employees of the Company, its subsidiaries or affiliates, and meet the “independent” definition of the Nasdaq (Rule 5600). Members of the Committee shall be appointed and removed only by the Board. The Board Chair shall appoint one member of the Committee as its Chair.

III. MEETINGS

The Committee shall meet at least once annually and at such other times as it deems necessary to fulfill its responsibilities and duties set forth in this Charter. A majority of members in attendance will constitute a quorum.

IV. RESPONSIBILITIES AND DUTIES

Evaluate Board Performance

- The Committee will develop and administer an internal evaluation of the Board's performance and related individual performances prior to the Bank's annual meeting. The evaluation(s) will support the Committee's responsibilities in nominating board members.
- The Committee may annually review leadership and succession plans for each Board committee and make recommendations to the Board at the Annual Reorganizational Meetings (Bank & Bancorp).
- The Committee will annually review the number and type of Board committees and number of committee members and make recommendations at the Annual Reorganizational Meetings (Bank and Bancorp).

Direct Board Succession Planning

- Annual Review: The Committee will conduct an annual assessment of the board's composition, skills, diversity and effectiveness.
- Trigger Events: The Committee will identify potential vacancies due to retirement, resignation, disqualification or other events that may affect board membership.
- The Board Succession process is confidential, and potential candidates are not to be contacted without the express designation of the Committee.
- The Committee will review and update Board member/Board candidate criteria including, but not limited to:
 - Demonstrated commitment to community and Riverview Bank's vision.
 - Relevant financial, operational or regulatory expertise
 - Leadership experience and strategic thinking capabilities
 - Diversity in background, expertise, geography and perspective
- The Committee will develop/maintain a list of potential candidates.
 - The Committee will consider sourcing candidates from within the communities where Riverview Bank conducts business, professional networks or through targeted outreach.
- Evaluating Potential Candidates
 - Conduct assessments including interviews, background checks and reference verification.
 - Ensure that Riverview Bank's expectations of board members are fully explained to candidates (e.g., time commitment, confidentiality, stock ownership policy, etc.), and they are provided with the approved board member job description.
 - Utilize skills/attributes, determined and reviewed by the Board annually, to evaluate how each candidate complements existing board make-up.
- Candidate Recommendations
 - Present top candidates to the full Board for discussion and approval
 - Ensure a proper onboarding process is in place for new members to familiarize them with Riverview Bank's mission/vision/values, operations and governance.
- Emergency Board Succession Plan (In the event of an unexpected vacancy)
 - The remaining board members will convene to assess immediate needs.
 - A temporary appointment may be made until a permanent replacement can be identified through the regular process.
- Annual Succession Plan Review
 - The plan will be reviewed annually or as needed to adapt to changing circumstances, board composition or regulations.
 - The Committee will solicit feedback from board members and stakeholders to improve effectiveness.
 - The Committee will provide a report to the Board of Directors on the nomination process, activities and resulting nominations along with the proxy materials for the annual meeting of shareholders.
- Documentation & Communication
 - The Board Secretary will maintain detailed records of the succession planning process and candidate evaluation.



- The Board Secretary will coordinate communication to and from the Committee to stakeholders, ensuring transparency and confidence in governance.
- The Riverview Board of Directors will review and approve the Board Succession Plan annually.
- Director Compensation
 - The Committee, in consultation with the CEO, may recommend appropriate director compensation and establish a minimum Riverview Bank share ownership requirement as a part of Board service (see Stock Ownership Policy).

Oversee Board Orientation/Training/Education/Budget

- The Committee will seek input from the CEO, Human Resources and Risk Management to develop a comprehensive orientation program for new board members.
- The Committee will seek input from Human Resources and Risk Management to determine minimum training and education requirements for all board members.
- Additional options for learning and specialized education such as conventions, meetings, webinars, seminars, and association meetings will be identified and made available to board members.
- Annually, the Committee will work with the CEO to establish a budget for board training and education.

Direct CEO Succession Planning

- Upon notice of the CEO position being vacated, the Nominating & Governance Committee will be responsible for managing the search and replacement of a CEO.
- Develop a CEO succession plan with options dependent upon how vacancy occurs.
- If necessary, will recruit a search firm to assist in identifying potential candidates for the CEO position. The Board Chair will make recommendations to the Board of Directors for an Acting CEO if the situation requires such an appointment.
- The Nom/Gov committee will develop an outline defining the strategic needs of the organization; followed by establishing the core competencies and experience necessary for a new CEO to lead the organization and implement the strategic and business plans.
- Responsibilities of the Plan/Committee:
 - Working with current CEO/CFO/HR/search firm and other professionals, determine compensation package options. Negotiate. Make an offer.
 - Develop Transition/Notification/Communication Plan with Riverview SVP/Marketing Strategist
 - Customize the Onboarding Process
 - Set Expectations – 6 month/12 months

V. AUTHORITY

The Committee has the authority to implement the provisions of this Charter. Furthermore, the Committee shall have the authority to retain any outside advisors at the Company’s expense, as the Committee may deem appropriate in its sole discretion, to assist it in carrying out its responsibilities and duties.
