

COMPENSATION COMMITTEE CHARTER

PURPOSE

The Compensation Committee ("Committee") is appointed by the Board of Directors of Riverview Bank ("the Bank") to discharge the Board's responsibilities relating to compensation, principally of the CEO and the Company's senior executives and oversee all employee salary and benefit-related costs. The Committee has overall responsibility for (1) approving and evaluating the compensation programs and policies for executive officers of the Company designed to attract, motivate and retain key individuals responsible for the success of the Company as a whole; (2) administering and maintaining such programs in a manner that will benefit the long-term interests of the Company and its shareholders/stakeholders (both included); (3) determining, approving and recommending to the Board the salary, incentive, equity-based and other compensation of the Company's Chief Executive Officer and other executive officers.

COMPOSITION AND QUALIFICATIONS

The Committee shall be appointed by the Board of Directors and shall consist of no fewer than three members, each of whom shall be a Director of the Company. Each member of the Committee shall qualify as an "independent director" under the listing standards of the Nasdaq Stock Market, an "outside director" under Internal Revenue Code (IRC) Section 162(m), and a "non-employee director" under SEC Rule 16b-3, and otherwise satisfy all other applicable legal and independence requirements. The Board shall appoint one member of the Committee as its Chair. The Board may remove any member from the Committee at any time with or without cause. The Committee shall report to the Board of Directors. A majority of the members of the Committee shall constitute a quorum.

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. The Committee Chair shall establish the agenda for each meeting. If the Committee Chair is unavailable, the Chair of the Board shall designate a member of the Committee to establish the agenda. The Committee will appoint a Secretary who shall keep regular minutes of its meetings.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall be responsible for the following:

1. Review annually and approve the Company's stated compensation plan and shall do so in alignment with reviewing the Company's strategic plan, business plan, and annual budget.
2. Review and make recommendations to the full Board regarding for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to review and approve the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
3. Review annually and approve the corporate goals set by the Board and objectives relevant to the Chief Executive Officer's incentive compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and certify the results, as well as approve and recommend to the full

Board the Chief Executive Officer's incentive compensation based on this evaluation. The Chief Executive Officer may not be present during voting or deliberations on his/her compensation.

4. Review, approve and recommend to the full Board the individual elements of the total compensation for the executive officers other than the Chief Executive Officer.
5. Review annually and approve for the Chief Executive Officer (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) the terms of any employment agreements, severance arrangements, and change in control provisions, in each case, as and when appropriate, and (e) any special supplemental benefits including equity-based compensation. Recommend any propose- changes to the Board for approval.
6. Approve for submission to shareholders all new or materially amended equity plans and executive bonus plans intended to qualify under IRC Section 162(m) and require that such plans be administered in a manner consistent with the terms of the plans.
7. Fix the terms and awards of stock equity-based compensation for key employees, if any, in accordance with the rules in effect under Section 16 of the Securities Exchange Act of 1934.
8. Review the Company's compensation practices and the relationship among risk management and compensation in consideration of the Company's objectives.
9. Review and oversee compensation policies and plans that balance risk and financial results in a manner that does not encourage employees to take excessive risks and does not encourage risk taking beyond the Company's ability to identify and manage risk. The Committee shall oversee risks associated with matters pertaining to employee programs, diversity, and pay equity. Annually the Committee shall discuss with management, including the Chief Risk Officer, its risk assessment of the Company's compensation plans and programs, and will report to the full Board, who has ultimate oversight.
10. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
11. Approve an annual aggregate amount and any other parameters for special incentive awards that may be awarded by the Chief Executive Officer to other senior executives and to employees.
12. Review with the Chief Executive Officer revisions to the Company's salary range structure, salary increase guidelines, and executive promotions.
13. Oversee the administration of any applicable clawback policies or clawback provisions of the Company's compensation plans.
14. Review the Company's employee benefit programs as appropriate. Approve changes subject, where appropriate, to shareholder or Board of Directors approval.
15. Determine management stock ownership guidelines and periodically review ownership levels for compliance.
16. Review all necessary or appropriate Committee disclosures and certifications, including but not limited to an annual report about compensation for inclusion in the Company's proxy statement. Review and approve the Compensation Discussion and Analysis for inclusion in the proxy.
17. Make reports to the full Board of Directors as needed.

18. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
19. The Committee shall review its performance annually. This performance review will include an evaluation of how well the Committee satisfied all its responsibilities under this Charter.
20. The Committee and/or its compensation advisor shall determine which publicly traded companies should constitute the Company's peer group for the purposes of benchmarking compensation and structuring senior executive compensation. This peer group shall be reviewed annually. Its composition should be limited to companies with comparable strategies and market capitalizations.

COMPENSATION ADVISORS

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser it retains. The Company and the Bank must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. Prior to selecting or receiving advice from a compensation advisor, the Committee must factor in specified Nasdaq Rule 5605(d)(3) and any other applicable regulation or listing standard.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors and such other factors that may be required under the applicable rules of the Securities and Exchange Commission with respect to the independence of advisors:

- (i) the provision of other services to the Company or the Bank by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company or the Bank by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.
