

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 lead the Board’s evaluation of its own performance, including its composition, leadership, committees, and how and where the Board and the committees spend their time. This evaluation also should assess how best to provide information to the Board and committee members. It should be noted that re-nomination of incumbent directors is not automatic.
- to assist the Board, in identifying and evaluating individuals qualified to become Board members, and to nominate director(s) elections at the annual meeting and at any other time;
- to assist the Board in filling any vacancy that may arise on the Board by identifying individuals qualified to become Board members

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 shall appoint one member of the Committee as its Chair. A majority of the members of the Committee present at any of its meetings shall constitute a quorum.

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.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall have the primary responsibility to develop the criteria for the election of directors to the Board, including, but not limited to skills, experience, diversity, age, time availability, and such other criteria set forth in corporate policies or as the Committee shall determine to be relevant at the time. The Committee shall have the authority to apply such criteria in connection with the identification of individuals to be Board members, as well as to apply all applicable federal laws and the underlying purpose and intent thereof in connection with such identification process.

In addition, the Committee is responsible for establishing and administering the necessary processes associated with nominating potential new directors, including, but not limited to, applications, screening, and interviewing prospective candidates; and finalizing its slate of candidates for recommendation to the Board. These processes will apply to the filling of vacancies that may occur on the Board from time to time, and the election of directors at the annual meeting of shareholders.

The Committee is also responsible for the development and administration of the internal evaluation of the Board’s performance and any related individual Board member performance. Such evaluations shall be used by the Committee in carrying out its nominating responsibilities.

Duties

1. 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.
2. When Board vacancies occur, or otherwise at the direction of the Board, the Committee shall actively identify, recruit, interview, and evaluate individuals whom the Committee determines meet its criteria and standards for recommendation to the Board.
3. The Committee shall be responsible for reviewing all candidates nominated by shareholders, and determining whether or not to include any such candidate as a nominee in the Company's proxy materials.
4. The Committee shall nominate, on an annual basis, nominees for election as directors for the next annual meeting of shareholders and shall be responsible for administering the Company's compliance with the election provisions of its Articles of Incorporation, Bylaws, and related policies.
5. The Committee shall monitor the independence of the Board, to the extent that its nomination process ensures that the majority of the Board consists of independent directors as set forth in the Company's policies and as required by Nasdaq.
6. The Committee will establish, or identify and provide access to, appropriate orientation programs, on-going education, sessions, or materials for newly elected directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a director.
7. The Committee will provide a report to the Board of Directors of the Company's nomination process, activities, and resulting nominations in connection with the proxy materials associated with the Company's annual meeting of shareholders.
8. The Committee shall annually review its own performance, as well as the adequacy of this Charter and related corporate policies. Any proposed changes shall be recommended to the Board for approval.
9. The Committee shall review the recommendations of management of corporate officers each fiscal year and report to the Board at the Annual Reorganizational Meetings (Bank and Bancorp).
10. The Committee may recommend what director compensation should be in order to attract and retain the talent required. The Committee may establish minimum RVSB share ownership requirements for Board service (see *Stock Ownership Policy*).
11. Minutes of each meeting will be provided to the Board of Directors on a timely basis. In addition, the Committee will make from time-to-time, special presentations to the Board of Directors on topics related to Committee activities or responsibilities.
12. The Committee may assist with management to establish policies and procedures governing management's communications with shareholders and proxy advisors.
13. The Committee may annually review the leadership and succession plans for each Board committee and make recommendations to the Board at the Annual Reorganizational Meetings (Bank and Bancorp).
14. The Committee will annually review the number and type of Board committees and the number of committee members and make recommendations to the Board at the Annual Reorganizational Meetings (Bank and Bancorp).



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.
