UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐
Check the appropriate box:
☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material under §240.14A-12

SIERRA BANCORP

(Name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
☒ No fee required
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held May 25, 2022

TO THE SHAREHOLDERS OF SIERRA BANCORP:

The Annual Meeting of Shareholders (the "Meeting") of Sierra Bancorp will be held in person at the Main Office of Bank of the Sierra, 90 North Main Street, Porterville, California 93257, at 7:30 p.m. on Wednesday, May 25, 2022. There will be no online participation in the meeting offered during 2022.

At the annual meeting, you will be asked to consider and vote on the following matters:

1. **Election of Directors.** To elect the following seven (7) persons listed below as Class I and Class II directors to serve until their successors are elected and qualified:

Class I		Class II
James C. Holly	Morris A. Tharp	Ermina Karim
Kevin J. McPhaill	Lynda B. Scearcy	
Susan M. Abundis	Michele M. Gil	

2. **Approval of an Amendment to the Company's Bylaws.** To approve an amendment to the Company's Bylaws changing the allowable range of members of the Board to seven (7) to thirteen (13) from its current range of six (6) to eleven (11).

3. **Ratification of Appointment of Independent Accountants.** To ratify the appointment of Eide Bailly LLP as the Company's independent registered public accounting firm for 2022.

4. **Advisory Vote on Executive Compensation.** To approve, on an advisory and non-binding basis, the compensation paid to the Company's Named Executive Officers.

5. To transact such other business as may properly come before the Meeting and any and all adjournments thereof.

The Board of Directors recommends that you vote "FOR" the election of the above nominees, and "FOR" Proposals 2 through 4.

Important Notice Regarding the Availability of Proxy Materials: On or about April 14, 2022, we mailed to our shareholders a Notice Regarding the Availability of Proxy Materials, or the Notice, containing instructions for how to access our Proxy Statement for the Annual Meeting and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021. As described in the Notice, the Proxy Statement and 2021 Annual Report can be accessed by visiting www.ProxyVote.com and using the control number located on the Notice. The Notice also provides instructions on how to vote your shares electronically at the Annual Meeting, by Internet or by telephone, as well as how to receive a paper copy of the Proxy Statement and 2021 Annual Report and vote your shares by mail using a proxy card.

Only shareholders of record at the close of business on March 31, 2022 are entitled to notice of and to vote at the annual meeting. **Whether you plan to attend the annual meeting or not, please sign, date and return the enclosed proxy card in the postage paid envelope provided, or vote your shares electronically or by telephone, so that as many shares as possible may be represented.** The vote of every shareholder is important and we will appreciate your

cooperation in returning your executed proxy promptly. Each proxy is revocable and will not affect your right to vote in person if you attend the annual meeting. If you hold your shares in certificate or registered book entry form and attend the Meeting, you may simply revoke your previously submitted proxy and vote your shares at that time. If your shares are held by a broker or otherwise not registered in your name, you will need additional documentation from your record holder to vote your shares personally at the Meeting. If you hold your shares in certificate or registered book entry form, please indicate on the proxy whether or not you expect to attend.

We appreciate your continuing support and look forward to seeing you at the annual meeting.

DATED: April 15, 2022

By Order of the Board of Directors

Alexandra Blazar
Secretary

SIERRA BANCORP
86 North Main Street
Porterville, California 93257
(559) 782-4900

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
To Be Held May 25, 2022

INTRODUCTION

General

This Proxy Statement is furnished in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders (the "Meeting") of Sierra Bancorp (the "Company"), to be held at the Main Office of Bank of the Sierra, 90 North Main Street, Porterville, California, at 7:30 p.m. on Wednesday, May 25, 2022 and at any and all adjournments thereof.

We first made this Proxy Statement and accompanying Notice available to shareholders on approximately April 14, 2022.

The matters to be considered and voted upon at the Meeting will be:

1. **Election of Directors.** To elect the following seven (7) persons listed below as Class I and Class II directors to serve until their successors are elected and qualified:

Class I		Class II
James C. Holly	Morris A. Tharp	Ermina Karim
Kevin J.McPhaill	Lynda B. Scearcy	
Susan M. Abundis	Michele M. Gil	

2. **Approval of an Amendment to the Company's Bylaws.** To approve an amendment to the Company's Bylaws changing the allowable range of members of the Board to seven (7) to thirteen (13) from its current range of six (6) to eleven (11).

3. **Ratification of Appointment of Independent Accountants.** To ratify the appointment of Eide Bailly LLP as the Company's independent registered public accounting firm for 2022.

4. **Advisory Vote on Executive Compensation.** To approve, on an advisory and non-binding basis, the compensation paid to the Company's Named Executive Officers.

5. To transact such other business as may properly come before the Meeting and any and all adjournments thereof.

Notice of Internet Availability of Proxy Materials

In accordance with SEC rules and regulations, we have elected to furnish our proxy materials, including this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, primarily via the Internet. Accordingly, on or about April 14, 2022, we mailed to our shareholders a "Notice Regarding the Availability of Proxy Materials," or the Notice, that contains instructions on how to access our proxy materials on the Internet, how to vote on the proposals to be voted upon at the Annual Meeting, and how to request paper copies of this Proxy Statement and the 2021 Annual Report. Shareholders may request to receive all future proxy materials from us in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage shareholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of our annual shareholder meetings and to reduce our costs.

Revocability of Proxies

A Proxy for use at the Meeting is provided with this Proxy Statement. Any shareholder who executes and delivers such Proxy has the right to revoke it at any time before it is exercised by filing with the Secretary of the Company an instrument revoking it or a duly executed proxy bearing a later date, or by attending the Meeting and voting in person. (Any shareholder who holds shares in certificate or registered book entry form and attends the Meeting may simply revoke his or her previously submitted proxy and vote their shares at that time. Shareholders whose shares are held by a broker or are otherwise not registered in their own names will need additional documentation from their record holder to vote any shares personally at the Meeting.) Subject to such revocation, all shares represented by a properly executed Proxy received in time for the Meeting will be voted by the proxy holders whose names are set forth in the accompanying Proxy in accordance with the instructions on the Proxy. If no instruction is specified with respect to a matter to be acted upon, the shares represented by the Proxy will be voted "**FOR**" the election of the nominees for directors set forth herein, "**FOR**" Proposals 2, 3 and 4 and, if any other business is properly presented at the Meeting, in accordance with the recommendations of the Board of Directors.

Solicitation of Proxies

The solicitation of the Proxy accompanying this Proxy Statement is made by our Board of Directors, and we will bear the costs of such solicitation, including preparation, printing and mailing costs. The proxies will be solicited principally through the mail, but our officers, directors and regular employees may solicit proxies personally or by telephone. Arrangements will be made with brokerage firms and other custodians, nominees and fiduciaries to forward these proxy solicitation materials to shareholders whose stock in the Company is held of record by such entities, and we will reimburse such brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith.

VOTING SECURITIES

There were 15,086,032 shares of the Company's common stock issued and outstanding on March 31, 2022, which has been set as the record date for the purpose of determining the shareholders entitled to notice of and to vote at the Meeting. The presence, in person or by proxy, of at least a majority of the total number of outstanding shares of our common stock is necessary to constitute a quorum at the Meeting for the transaction of business. Abstentions and broker non-votes are each included in the determination of the number of shares present for determining a quorum but are not counted on any matters brought before the Meeting.

Each shareholder is entitled to one vote on each proposal per share of common stock held as of the record date. Shareholders do not have cumulative voting rights in connection with the election of directors. The election of six Class I directors to serve until the 2024 Annual Meeting of Shareholders, and one Class II director to serve until the 2023 Annual Meeting of Shareholders, requires approval by a "plurality" of the votes cast by the shares of common stock entitled to vote in the election. This means that the seven nominees who receive the highest number of properly cast votes will be elected as directors even if those nominees do not receive a majority of the votes cast. Shares represented by proxies that

are marked with instructions to "withhold authority" for the election of one or more director nominees or that are not voted (whether by abstention, broker non-vote or otherwise) will not be counted in determining the number of votes cast for those persons.

For all other matters, including the ratification of the appointment of our accountants, ratification of the amendment of the Bylaws in order to expand the board size, and the advisory vote on executive compensation, a majority of votes cast shall decide the outcome of each matter submitted to the shareholders at the Meeting. Abstentions will be included in the vote totals and, as such, will have the same effect on proposals as a negative vote. Broker non-votes (i.e., the submission of a proxy by a broker or nominee specifically indicating the lack of discretionary authority to vote on the matter), if any, will not be included in vote totals and, as such, will have no effect on any proposal.

PROPOSAL 1
ELECTION OF DIRECTORS

Our Bylaws currently provide that the number of directors shall be not fewer than six nor more than 11 until changed by a bylaw amendment duly adopted by the vote or written consent of our shareholders. The Bylaws further provide that the exact number of directors shall be fixed from time to time, within the foregoing range, by a bylaw or amendment thereof or by a resolution duly adopted by the vote or written consent of our shareholders or by our Board of Directors. The exact number of directors is presently fixed at eleven.

Pursuant to the Company's Articles of Incorporation, the Board of Directors is divided into two classes, designated Classes I and II. The directors serve staggered two-year terms, so that directors of only one class are elected at each Annual Meeting of Shareholders. At the Meeting, shareholders will be asked to elect the following Class I directors for an additional term of two years to serve until 2024 and their successors are elected and have qualified:

James C. Holly	Morris A. Tharp
Kevin J. McPhaill	Lynda B. Scearcy
Susan M. Abundis	Michele M. Gil

James C. Holly, Morris A. Tharp, Lynda B. Searcy have terms that expire this year. Kevin J. McPhaill was previously a Class II Director whose term would have otherwise expired in 2023. In order to keep the two classes of directors equal at six directors, Mr. McPhaill has been moved to Class I from Class II. Susan M. Abundis was appointed a Class II director by the Board of Directors in December 2020 and Michele M. Gill will begin serving as a director if elected at the Annual Shareholders' Meeting.

At the Meeting, shareholders will also be asked to elect Ermina Karim as a Class II director for a one-year term to serve until the 2023 annual meeting of shareholders. Ms. Karim's election will be dependent on shareholder approval of Proposal 2, which seeks shareholder approval of an amendment to the Company's Bylaws to increase the range of the size of the board to between seven (7) to thirteen (13) directors, from the initial range of between six (6) and eleven (11) directors.

Since shareholders do not have cumulative voting rights in the election of directors, a plurality of the votes cast is required for the election of directors. See "VOTING SECURITIES" above. In the event that any of the nominees should be unable to serve as a director, it is intended that the Proxy will be voted for the election of such substitute nominee, if any, as shall be designated by the Board of Directors. Management has no reason to believe that any nominee will become unavailable.

Board of Directors' Recommendation

Your Board of Directors unanimously recommends a vote "FOR"
each of the nominees listed in this proxy statement.

The following table sets forth information as of March 31, 2022, with respect to (i) each of the persons nominated by the Board of Directors for election as directors, all of whom other than Mrs. Gil and Ms. Karim are also current directors of the Company, (ii) each of our directors and executive officers, and (iii) our directors and executive officers as a group.

Additional information concerning the experience and qualifications of the Company's directors appears below under "CORPORATE GOVERNANCE – Director Nomination Procedures, Qualifications and Related Matters."

Name, Address and Offices Held with the Company[1]	Principal Occupation for the Past Five Years[2]	Age	Term to Expire/ Director Since	Common Stock Beneficially Owned on March 31, 2022		
				Number of Shares[3]	Vested Option Shares[4]	Percentage of Shares Outstanding[5]
Morris A. Tharp Chairman of the Board	President and Owner, E.M. Tharp, Inc. (Truck Sales and Repair)	82	2022/ 2000 (1977)[6]	535,112 [7]	35,000	3.78 %
Albert L. Berra[8] Director	Rancher/Retired Orthodontist[9] (Owner, Berra Farms)	81	2023/ 2000 (1977)[6]	280,573 [10]	35,000	2.09 %
Vonn R. Christenson Director	Partner, Christenson Law Firm	42	2023/ 2016	5,637 [11]	20,000	0.17 %
Laurence S. Dutto[8] Director	Retired (formerly Provost, College of the Sequoias)	74	2023/ 2016	10,007 [12]	20,000	0.20 %
Michele M. Gil Director	Managing Partner and Major Equity Owner Chrisman and Company Executive Search Firm	49	2024/ 2022	492	—	0.00%
James C. Holly Vice Chairman of the Board	Retired Banker (formerly Chief Executive Officer, Bank of the Sierra and Sierra Bancorp)[13]	81	2022/ 2000 (1977)[6]	380,307 [14]	35,000	2.75 %
Ermina Karim Director	Vice President of Lending Guaranteed Rate Consultant CEO San Luis Obispo Chamber of Commerce	48	2024/ 2022	—	—	0.00%
Kevin J. McPhaill President, Chief Executive Officer and Director	President and Chief Executive Officer, Bank of the Sierra and Sierra Bancorp	49	2023/ 2015	52,978 [15]	32,849	0.57 %
Lynda B. Scearcy Director	Retired Tax Professional (formerly Tax Professional/CPA, McKinley Scearcy Associates, an H&R Block Company)[16]	76	2022/ 2007	28,670 [17]	35,000	0.42 %
Gordon T. Woods Director	Owner and Operator, Gordon T. Woods Construction; Chief Executive Officer, Hydrokleen Systems[18]	86	2023/ 2000 (1977)[6]	24,437 [19]	30,000	0.36 %
Susan M. Abundis Director	Retired Chief Operating Officer, California Health Sciences University Retired Banker, Bank of the West[20]	67	2022/ 2020	4,289 [21]	—	0.03 %
Julie G. Castle Director	Retired Banker, Rabobank N.A. Retired Consultant, Cannon Financial Institution Retired CEO/President, Zions Wealth Management[22]	60	2023/ 2020	6,289 [21]	—	0.04 %
Christopher G. Treece Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer, Bank of the Sierra and Sierra Bancorp[23]	53	n/a	23,469 [24]	8,000	0.21 %
Hugh F. Boyle Executive Vice President and Chief Credit Officer	Executive Vice President and Chief Credit Officer, Bank of the Sierra and Sierra Bancorp[25]	62	n/a	18,065 [26]	—	0.12 %
Michael W. Olague Executive Vice President and Chief Banking Officer	Executive Vice President and Chief Banking Officer, Bank of the Sierra and Sierra Bancorp	66	n/a	59,575 [24]	32,000	0.61 %
Jennifer A. Johnson Executive Vice President and Chief Administration Officer	Executive Vice President and Chief Administration Officer, Bank of the Sierra and Sierra Bancorp[27]	58	n/a	23,469 [24]	8,000	0.21 %
Cindy Dabney Senior Vice President and Chief Accounting Officer	Senior Vice President and Chief Accounting Officer Bank of the Sierra and Sierra Bancorp[28]	63	n/a	5,581	5,400	0.07 %
Directors and Executive Officers as a Group (15 persons)				1,458,950	296,249	11.63 %

1 All offices held apply to both Bank of the Sierra and Sierra Bancorp. The business address of each of the executive officers and directors is 86 North Main Street, Porterville, California 93257.

2 None of the companies listed in this column or in related footnotes, other than Bank of the Sierra, are affiliates of Sierra Bancorp. All positions listed have been held for a period of at least five years unless otherwise indicated in the notes.

3 Except as otherwise noted, may include shares held by or with such person's spouse (except where legally separated) and minor children, and by any other relative of such person who has the same home; shares held in "street name" for the benefit of such person; shares held by a family trust as to which such person is a trustee and primary beneficiary with sole voting and investment power (or shared power with a spouse); or shares held in an Individual Retirement Account or pension plan as to which such person is the sole beneficiary and has pass-through voting rights and dispositive power.

4 Represents option shares which are vested or will vest within 60 days of March 31, 2022 pursuant to the Company's Stock Incentive Plan. See "EXECUTIVE OFFICER AND DIRECTOR COMPENSATION – Outstanding Equity Awards at Fiscal Year End" and "– Compensation of Directors."

[5] This percentage is based on the total number of shares of the Company's common stock outstanding, plus the numbers of option shares for the applicable individual, or for the directors and executive officers collectively, which are vested or will vest within 60 days of March 31, 2022 pursuant to the Company's Stock Incentive Plan. See "EXECUTIVE OFFICER AND DIRECTOR COMPENSATION – Outstanding Equity Awards at Fiscal Year End" and " – Compensation of Directors."

[6] Year first elected or appointed a director of Bank of the Sierra (if different).

[7] Includes 4,437 shares of restricted stock subject to time-based vesting conditions; 18,115 shares held by Mr. Tharp as trustee for the grandchildren of another director of the Company, as to which shares Mr. Tharp has sole voting but no dispositive power.

[8] Dr. Berra and Dr. Dutto are first cousins.

[9] Dr. Berra owned and operated Albert L. Berra, DDS, an orthodontic practice in Porterville, until he retired and sold his practice in 2014.

[10] Includes 2,770 shares of restricted stock subject to time-based vesting conditions; 80,704 shares held by Berra Investments, a limited partnership in which Dr. Berra and his spouse are general partners; 22,036 shares held by the Albert L. Berra, DDS Profit Sharing Plan, of which Dr. Berra is trustee, as to all of which shares he has sole voting and dispositive power; and 30,793 shares held by Dr. Berra's spouse as separate property, as to which shares Dr. Berra has neither voting nor dispositive power.

[11] Includes 2,770 shares of restricted stock subject to time-based vesting conditions; 304 shares owned jointly with his spouse and 286 shares owned by his spouse.

[12] Includes 2,770 shares of restricted stock subject to time-based vesting conditions and 500 shares owned by his spouse.

[13] Mr. Holly served as President and Chief Executive Officer of the Bank and the Company from their inceptions in 1977 and 2000, respectively, until January 1, 2014, when Mr. McPhaill was appointed President and Chief Operating Officer of both entities. Mr. Holly continued to serve as Chief Executive Officer of both entities from January 1, 2014 until he retired on March 31, 2015. He was appointed Vice Chairman of the Board effective April 1, 2015.

[14] Includes 2,770 shares of restricted stock subject to time-based vesting conditions and 30,000 shares held by Holly Farms, L.P., a limited partnership of which Mr. Holly is a general partner, as to which shares he has sole voting power and shared dispositive power.

[15] Includes 26,666 shares of restricted stock subject to time-based vesting conditions and 3,451shares of restricted stock subject to performance-based vesting conditions.

[16] Ms. Sceary served as a tax professional/CPA at McKinley Sceary Associates, an H&R Block Company, from November 2014, when McKinley Sceary Associates was acquired by H&R Block, to November 2016; and as a part time consultant to H&R Block from November 2016 until her retirement in September 2017. Prior to the acquisition, Ms. Sceary was the tax partner at McKinley Sceary Associates, Certified Public Accountants, since 1988.

[17] Includes 2,770 shares of restricted stock subject to time-based vesting conditions and 50 shares held by a special needs trust of which Ms. Sceary is successor trustee, as to which shares she has sole voting and dispositive power.

[18] Gordon T. Woods Construction is an engineering construction company building industrial and municipal water and waste water systems, and Hydrokleen Systems is a designer and manufacturer of water and waste treatment systems.

[19] Includes 2,770 shares of restricted stock subject to time-based vesting conditions.

[20] Ms. Abundis most recently served as Chief Operating Officer at California Health Sciences University in Clovis.

[21] Includes 2,289 shares of restricted stock subject to time-based vesting conditions.

[22] Ms. Castle most recently served as President & Chief Banking Officer at Rabobank N.A from 2017 to 2019. Preceding that in 2016-2017 Ms. Castle served as EVP & Managing Consultant at Cannon Financial Institute and from 2011 to 2016 Ms. Castle served as CEO & President of Zions Wealth Management.

[23] Mr. Treece was appointed Executive Vice President and Chief Financial Officer of the Bank and the Company effective January 1, 2020. Previously, he served as the Chief Financial Officer of Gateway First Bank in Jenks, Oklahoma from January 2019 to December 2019 and as Chief Financial Officer of Guaranty Bancorp and Guaranty Bank and Trust Company in Denver, Colorado from July 2011 to January 2019.

[24] Includes 19,157 shares of restricted stock subject to time-based vesting conditions and 2,071 shares of restricted stock subject to performance-based vesting conditions.

[25] Mr. Boyle joined the Company on December 14, 2020 and was appointed Executive Vice President and Chief Credit Officer of the Bank and the Company as of that date. Prior to Joining the Bank and the Company Mr. Boyle served as Chief Credit Officer and Chief Risk Officer for Banc of California in Santa Ana from 2013 to 2019.

[26] Includes 14,028 shares of restricted stock subject to time-based vesting conditions and 2,071 shares of restricted stock subject to performance-based vesting conditions.

[27] Ms. Johnson was appointed Executive Vice President and Chief Administrative Officer of the Bank and the Company effective February 3, 2020. Previously, she served as Chief Services Officer at Equity Bank in Wichita, Kansas from October 2017 through November 2019 and as Chief Information Operations Officer at Equity Bank from January 2012 to October 2017.

[28] Ms. Dabney was appointed Senior Vice President and Chief Accounting Officer of the Bank and the Company effective January 1, 2020. Previously, she served as Senior Vice President and Controller of Bank and Company from January 2006 through January 2020 and Vice President and Controller of Bank and Company from June 1998 to January 2006.

CORPORATE GOVERNANCE

General

The Board of Directors believes that it is important to encourage the highest level of corporate ethics and responsibility and has fully implemented the corporate governance requirements of Nasdaq and the Securities and Exchange Commission (the "SEC").

Code of Ethics

We have adopted a Code of Ethics which applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. The Code of Ethics requires that our directors, officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in the Company's best interests. Under the terms of the Code of Ethics, directors, officers and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code of Ethics. The Code of Ethics may be found on our web site, "www.sierrabancorp.com" on the "Investor Relations" tab under the topic "Governance Documents." We intend to post notice of any waiver from, or amendment to, any provision of our Code of Ethics on this web site.

Procedures for Reporting Concerns about Accounting, Internal Accounting Controls or Auditing Matters

As a mechanism to encourage compliance with the Code of Ethics, we have established procedures for (i) receiving, retaining and addressing complaints regarding accounting, internal accounting controls or auditing matters; (ii) allowing employees to anonymously report any problems they may detect with respect to such matters; and (iii) reporting any suspected violations of the Code or of law. The Code of Ethics also prohibits the Company from retaliating against any director, officer or employee who makes a good faith report of a suspected violation of the Code or of law (even if the report is mistaken), or against anyone who assists in the investigation of a reported violation.

Director Independence

General. The Board has determined that all of its directors, and director nominees, other than the Chief Executive Officer and Michele Gil, are "independent" as that term is defined by Nasdaq rules. The overwhelming majority of the members of our Board of Directors have historically been independent, and our Audit, Nominating and Governance, and Compensation Committees are comprised solely of independent directors in accordance with SEC and Nasdaq requirements.

Executive Sessions. The independent directors meet regularly in executive session without any members of management present.

Director Attendance

Board and Committee Meeting Attendance. During the fiscal year ended December 31, 2021, our Board of Directors held a total of 9 meetings. Each incumbent director who served as a director during 2021 attended at least 75% of the aggregate of (a) the total number of such meetings and (b) the total number of meetings held by all committees of the Board on which such director served during 2021.

Director Attendance at Annual Meetings of Shareholders. The Board believes it is important for all directors to attend the annual meeting of shareholders in order to show their support for the Company and to provide an opportunity for shareholders to communicate any concerns to them. The Company's policy is to encourage, but not require, attendance by each director at the Company's annual meeting of shareholders. All then serving directors attended our Annual Meeting of Shareholders in 2021.

Shareholder Communications with Board of Directors

Shareholders may communicate with the Board of Directors or with any individual director by mailing a communication to our principal executive offices addressed to the Board of Directors or to the individual director. All of such communications, except those clearly of a marketing nature, will be forwarded unopened directly to the appropriate director or presented to the full Board of Directors at the next regularly scheduled Board meeting.

Director Nomination Procedures, Qualifications and Related Matters

Procedure for Consideration of Director Nominees. Prior to making any recommendations to the Board of Directors concerning the nomination of directors for each year's annual meeting, the Nominating and Governance Committee (the "Governance Committee") shall (i) evaluate the performance, attendance records of, and any loans or other transactions between the Company or the Bank and each of the current Board members proposed for reelection, and on that basis consider the appropriateness of such members standing for reelection; (ii) review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as directors of the Company; (iii) consider the need to augment the Board for any specific purpose; (iv) review and consider any additional requests from outside parties to serve as directors; (v) if a new nominee is needed, determine the specific skills and experience desired in a new director; and (vi) in such case, identify potential nominees who have such skills and experience, determine whether the potential nominees are shareholders of the Company, investigate the potential nominee's background, develop personal knowledge about the candidate, develop a consensus of the committee members with respect to which potential nominee would be best suited for the position, determine whether the candidate is interested, and vote on the recommendation.

The Governance Committee shall consider recommendations from directors, officers and employees of the Company and the Bank, as well as persons recommended by shareholders of the Company, and shall evaluate persons recommended by directors, officers or employees in the same manner as those recommended by shareholders in selecting Board nominees.

Director Qualifications. In considering a possible candidate for election as a director, the Governance Committee shall be guided by the principle that each director should: (i) be an individual of the highest ethical character and integrity; (ii) have substantial experience which is of particular relevance to the Company; (iii) have the ability and willingness to devote sufficient time to the affairs of the Company; (iv) have a meaningful financial stake in the Company so as to assure that every director's interests are aligned with those of the shareholders; (v) be knowledgeable about the business activities and market areas in which the Company and its subsidiaries engage; (vi) have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company, including contemporary governance concerns, regulatory obligations of a public issuer, strategic business planning, competition in a global economy, and basic concepts of corporate accounting and finance; (vii) live or work within 25 miles of an existing or proposed office of the Bank; (viii) have an excellent personal and professional reputation in and commitment to one or more communities in which the Company does business; (ix) serve or have served as chief executive officer or in another position of active leadership with a business or professional interest located within the market areas served by the Company and its subsidiaries; (x) have an inquiring mind, a willingness to ask hard questions, and the ability to work constructively with others; (xi) have the ability and desire to exercise independent thinking when considering matters brought before the Board, and not be unduly influenced by the opinions of others; (xii) have no conflict of interest that would interfere with his or her performance as a director; and (xiii) have the capacity and desire to represent the best interests of the shareholders as a whole and not primarily a specific interest group or constituency.

While the Board and the Governance Committee believe that every director should possess as many of the foregoing attributes as possible, the Governance Committee has not recommended, and the Board has not established, any specific group of such attributes to be considered "minimum qualifications" for serving as a director.

In considering the desirability of any particular candidate as a potential director, the Governance Committee shall also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances, including the fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company.

Board Diversity, Qualifications and Experience. As currently comprised, the Board of Directors is a diverse group of individuals drawn from various market sectors and industry groups with a presence in the Company's markets. The board, including nominees, includes five female directors and three directors that are also members of an under-represented community. The Board considers diversity as one of many factors in evaluating the composition of the Board but has no set policy in this regard.

Board Diversity Matrix (As of March 31, 2022) (Excludes Nominees)				
Board Size:				
Total Number of Directors:	12			
Gender:				
	Female	**Male**	**Non-Binary**	**Did Not Disclose**
Directors	3	7	0	0
Number of Directors who identify in Any of the Categories Below:				
African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	0	0	0	0
Hispanic or Latinx	1	0	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
White	2	7	0	0
Two or More Races or Ethnicities	0	0	0	0
LGBTQ+	0			

Board Diversity Matrix (New Nominees)				
Board Size:				
Total Number of Directors:	2			
Gender:				
	Female	**Male**	**Non-Binary**	**Did Not Disclose**
Directors	2	0	0	0
Number of Directors who identify in Any of the Categories Below:				
African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	1	0	0	0
Hispanic or Latinx	0	0	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
White	0	0	0	0
Two or More Races or Ethnicities	1	0	0	0
LGBTQ+	0			

Board members are individuals with knowledge and experience who serve and represent the communities we serve. Current Board representation provides backgrounds in accounting, banking, farming, legal, manufacturing, and

retail. The expertise of these individuals covers accounting and financial reporting, corporate management, strategic planning, business acquisitions, legal matters, marketing, retail, and small business operations. What follows is a brief description of the particular experience, attributes and qualifications of each member of the Company's Board of Directors that led to the conclusion that these individuals should serve as directors of the Company.

Morris A. Tharp is an original proponent of the Bank and has served as Chairman of the Board of the Bank and of Sierra Bancorp since their formations in 1977 and 2000, respectively. He also serves as Chairman of the Nominating and Governance Committee ("Governance Committee") and has served on the Audit Committee and Compensation Committee for many years. Mr. Tharp is a native of Porterville and following his schooling, joined his father in the family business of E.M. Tharp, Inc. Over the years, he has purchased the family business and is now sole owner. For many years he has been very involved in community activities. In selecting Mr. Tharp as a nominee this year, the Board considered the following: his involvement in the formation of the Bank, his lengthy experience as a bank director and accumulated knowledge of the Company's operations, his leadership qualities and management expertise gained by owning and running his own company, and his involvement in the local community.

Susan M. Abundis, who self-identifies as Hispanic, joined the Boards of both Bank of the Sierra and Sierra Bancorp on December 17, 2020, on which date she was also appointed to the Governance Committee. Ms. Abundis has 40 years of banking experience and is currently on the Board of Trustees at Community Medical Center, California Health Sciences University, and Tesoro Viejo Conservancy. Most recently, she was Chief Operating Officer at Wellness Clinic at California Health Sciences University in Clovis. Her last banking role was as Managing Director–Division Credit Manager at Bank of the West–BNP, where she started as an Area Manager and Senior Vice President. Abundis also held several jobs at Bank of America culminating in her position as Market President, Area Manager and Senior Vice President. Originally from Chowchilla, she currently resides in Fresno, earned her bachelor's degree at California State University Fresno ("CSUF"), and a Graduate Degree of Banking at the University of Washington's Pacific Coast Banking School. Among her many professional awards, Abundis was named Woman of the Year by both Soroptimist of Ventura and Girl Scouts of America–Tres Condados of Ventura County, Common Thread Award – Ag One at CSUF, Women Worth Watching 2014, and the Marjoree Mason Center's list of Top Ten Women of the Year. Ms. Abundis was selected to serve on the Board because of her extensive banking industry knowledge and network and her involvement in the local community.

Albert L. Berra has been a director of the Bank and of Sierra Bancorp since their formations in 1977 and 2000, respectively. He has served on numerous committees of the Bank and the Company throughout that time and is currently Chairman of both the Audit Committee and the Compensation Committee and a member of the Governance Committee. A native of Porterville, Dr. Berra attended the University of California, Berkeley after high school and went on to St. Louis University to complete his dental and orthodontic training. After service in the U.S. Army, Dr. Berra returned to Porterville to establish his orthodontic practice, which he operated continuously since his return until he retired and sold his practice in 2014. He also runs a farming operation in the area. Dr. Berra is involved in many community activities. Dr. Berra was selected to serve on the Board because of his involvement in the formation of the Bank, his lengthy experience as a bank director and accumulated knowledge of the Company's operations, his experience operating his own business, his agricultural expertise, and his active involvement in the local community.

Julie G. Castle joined the Boards of both Bank of the Sierra and Sierra Bancorp on December 17, 2020, on which date she was also appointed to positions on the Governance Committee, Audit Committee and the Risk Committee. Ms. Castle's career has included over 35 years of financial services experience, including 11 years in the roles of President and/or CEO and 10 years of board service for a variety of companies. Most recently, Ms. Castle served as President, Chief Banking Officer, and Board Member for Rabobank, N.A., a $15 billion national bank. In addition to serving on the Rabobank, N.A. board, she was a board member of First Interstate Bank, Zions Trust, N.A., and the Pacific Coast Banking School, as well as a member of various non-profit boards. She has held leadership and executive roles at institutions large and small including Bank of America, First Interstate Bank, Zions Bancorporation, and Cannon Financial Institute. Ms. Castle earned a B.S. degree from UC Davis and a Graduate Degree of Banking at the University of Washington's Pacific Coast Banking School. Ms. Castle was selected to serve on the board because of her extensive banking industry knowledge and her strong financial acumen.

Vonn R. Christenson was appointed to the Boards of the Bank and of Sierra Bancorp effective September 15, 2016 and was simultaneously appointed to serve on the Governance Committee. Mr. Christenson was appointed to serve on the Compensation Committee in 2020. He graduated from Brigham Young University with honors in 2003 and earned

his J.D. at Harvard Law School in 2006. After working for a time as an attorney in Orange County, California, Mr. Christenson joined the Christenson Law Firm in Porterville, California, specializing in business and contract disputes, personal injury, and intellectual property litigation. Mr. Christenson is also the CEO and Co-Founder of Zero Nox, Inc., which provides a platform for clean energy technologies to come to market, specializing in microgrids and electric powertrain solutions for off-highway vehicles. He currently resides in Porterville and is actively involved in the community including with the Porterville Optimist Club, and the Porterville Unified School District Academy of Law, Justice & Ethics Advisory Board. Mr. Christenson was selected to serve on the Board due in part to his active involvement in the local community, his stellar educational background, and his ability to add a unique legal perspective to Board discussions.

Laurence S. Dutto, Ph.D., was appointed to the Boards of the Bank and of Sierra Bancorp effective September 15, 2016, at which time he was also appointed to serve on the Governance Committee and the Insurance Committee, which became the Risk Committee in 2019. Dr. Dutto, a resident of Visalia, California, is a retired college administrator with extensive hands-on agricultural experience. His decorated 30-year career at College of the Sequoias in Visalia, California includes service as Provost of the Tulare College Center, Dean of Academic Services, Dean of Technical Education, Agriculture Division Chair, and Faculty Academic Senate President. His prior experience includes 15 years working on his family's dairy farm, and he currently is in a partnership with his sister growing almonds. He was appointed to the Board due in part to his management and administrative expertise and his community connections, and to help strengthen the Bank's ties to the local agricultural community.

Michele M. Gil (Andujo) is nominated as a Class I Director and if elected, will become a director effective May 25, 2022. Mrs. Gil is Managing Partner and majority equity owner with more than 20 years of recruiting and management experience at the Los Angeles-based Chrisman & Company, a national executive search consultancy to financial and related industries. She leads the firm's board of directors practice as well as searches for senior/executive management positions, including C-level positions, for prominent clients in banking and financial services. Clients include regional and community banks, investment banks, wealth management, FinTech's, credit unions, as well as other sectors in the financial services industry. Mrs. Gil has experience working with bank regulatory agencies (FDIC, OCC, Federal Reserve and DFP&I). She consults with board of directors and executive teams on issues concerning succession planning, leadership development and human capital strategies. Mrs. Gil holds a Bachelor of Science degree from the University of Southern California. She has served on the Diversity & Inclusion Advisory Committee and the Women in Banking Committee for the Western Bankers Association and has been a guest speaker to financial institutions and banking associations. She currently serves as a board member of the International Bankers Association of California.

James C. Holly is a founding Director and Vice Chairman of the Board of both the Bank and Sierra Bancorp, and currently serves as a member of all Board Committees. He served as President and Chief Executive Officer of the Bank and Sierra Bancorp from their formations in 1977 and 2000, respectively, until January 1, 2014, when Mr. McPhaill was appointed President and Chief Operating Officer of both entities. Mr. Holly continued to serve as Chief Executive Officer of both entities until he retired on March 31, 2015 and was appointed Vice Chairman of the Board effective April 1, 2015. He was born and raised in Racine, Wisconsin and received both a BBA and an MBA degree from the University of Wisconsin. Mr. Holly is also a graduate of the Southwestern Graduate School of Banking at Southern Methodist University and served as a Commissioned Officer in the U.S. Army (Armor). He began his banking career with United California Bank, now Wells Fargo Bank. After 10 years as a branch manager, Mr. Holly left United California Bank and joined in the effort to organize Bank of the Sierra of which he served as President and Chief Executive Officer from its inception in 1977 until January 1, 2014, and served as Chief Executive Officer until his retirement in March 2015. He is a current director of the Sequoia Parks Conservancy, a philanthropic and educational organization, and a director of River Island Country Club. In selecting Mr. Holly as a nominee, the Board considered the following: his leadership capabilities; his long tenure and strong track record as President and CEO of the Bank; his deep understanding of bank lending, operations, and financial management resulting from his banking background; his extensive network in the banking industry; his knowledge of the local economy; and his involvement in the local community.

Kevin J. McPhaill has been a director of the Bank and of Sierra Bancorp since January 1, 2015 and was appointed President and Chief Executive Officer of the Company and the Bank effective April 1, 2015. Mr. McPhaill is a native and current resident of Visalia, California, and his educational background includes a bachelor's degree from Fresno Pacific University, a master's degree in business administration from Fresno State, and the successful completion of post-graduate training at the Southwestern Graduate School of Banking at Southern Methodist University. He has been employed by Bank of the Sierra since June 2001, starting as the regional manager of the Hanford area, then progressing to Executive

Vice President and Chief Banking Officer of the Company and the Bank in 2006, to President and Chief Operating Officer of the Company and the Bank in 2014, and to his current positions on April 1, 2015. Mr. McPhaill is involved in the local community and is active in financial education outreach efforts to primary and secondary schools in the Bank's market areas. Mr. McPhaill also sits on the Tulare County Economic Development Corporation's Board of Directors. Mr. McPhaill was selected to serve on the Board because of his leadership abilities; his extensive experience at the Bank and other financial institutions; his knowledge of the Bank's culture; his lending, operations, and management experience; and his insight into key factors that drive the Bank's financial success.

Ermina Karim is nominated as a Class II Director and if elected, will become a director effective May 25, 2022. Ms. Karim holds a Bachelor of Science degree in Journalism and Economics from Northwestern University. She has worked in a number of industries including journalism, finance and non-profits with roles such as reporter, editor, Vice President of equity capital markets and CEO. Ms. Karim has experience with several companies ranging in size and complexity, including International Financing Review, Credit Suisse, The Tribune, and the San Luis Obispo Chamber of Commerce. In addition to her vocational background, Ms. Karim serves on a number of boards including: President's Local Economic Development Council Cal Poly, French Hospital Medical Center and REACH (Regional Economic Action Coalition Central Coast of California) among others. Ms. Karim has lived and worked in San Luis Obispo for several years and was recognized as a Top 20 Under 40 by the San Luis Obispo Tribune, 40 Under 40 by the Pacific Coast Business Times and Top Women in Business by the Pacific Coast Business Times.

Lynda B. Sceary has been a director of the Bank and of Sierra Bancorp since December 2007. She has been a valuable member of the Audit Committee since that time and is currently designated as an audit committee financial expert. She also serves on the Compensation Committee, Governance Committee, and Risk Committee. Ms. Sceary received her undergraduate degree from the University of Florida and her Master's Degree in Taxation from San Joaquin College of Law. Ms. Sceary is a retired tax professional. She was previously the tax partner at McKinley Sceary Associates, an accounting and consulting firm which she joined in 1983. McKinley Sceary Associates sold to H&R Block in November 2014, and Ms. Sceary retired from the firm in September 2017. She is deeply committed to the community, as demonstrated by her involvement with, among others, the Rotary Club of Porterville (Past President), Porterville Chamber of Commerce (Past Treasurer), Tule River Economic Development Corporation (Past Treasurer) and Tulare County Office of Education Foundation (Past Board Member). In selecting Ms. Sceary as a nominee this year, the Board considered the following: her strong educational background, her experience as a partner and leader at her accounting and consulting firm, her deep understanding of accounting and tax issues, her financial acumen, and her strong commitment to and involvement in the local community.

Gordon T. Woods was an original proponent of the Bank and has been a director of the Bank and of Sierra Bancorp since their formations in 1977 and 2000, respectively. He is currently the Chair of the Risk Committee and for many years, he has served on the Audit Committee, the Compensation Committee and the Governance Committee. He attended Arizona State University and the University of Arizona on scholarship, majoring in chemical engineering, and is a U.S. Army veteran. His professional experience includes employment as a chemical engineer, as well as executive positions with divisions of Gulf Oil Company and Ford Motor Company. In 1969 he moved to Porterville and established Hydrokleen Systems, a designer and manufacturer of water and waste treatment systems, and in 1989 he established Gordon T. Woods Construction, an engineering construction company building industrial and municipal water and wastewater systems. He is currently CEO of both of those companies. Mr. Woods has been active in numerous service organizations in Porterville and has also served on the Porterville City Council, including two years as Mayor and two years as Mayor Pro-Tem. Mr. Woods was selected to serve on the Board because of his involvement in the formation of the Bank, his lengthy experience as a bank director and accumulated knowledge of the Company's operations, his experience in executive positions at international companies, his success at owning and operating his own businesses, his financial acumen, and his involvement in the local community.

Consideration of Shareholder Recommendations. In considering any additional requests from outside parties to serve as directors, including parties recommended by shareholders, the Governance Committee shall follow the same principles outlined above, and shall request of any potential nominee such information, including a completed Directors' and Officers' Questionnaire of the same type completed by each of the Company's existing directors and executive officers each year in connection with the preparation of the Company's proxy materials, as the committee deems necessary to enable it to properly evaluate such person's qualifications and to be aware of any information concerning such person which might require disclosure to shareholders pursuant to SEC rules concerning proxy statements.

A shareholder wishing to submit recommendations for director candidates for election at an annual meeting of shareholders must do so in writing by December 15th of the previous calendar year, and must include the following in the written recommendation: (i) a statement that the writer is a shareholder and is proposing a candidate for consideration; (ii) the name and contact information for the candidate; (iii) a statement of the candidate's business and educational experience; (iv) information regarding the candidate's qualifications to be a director; (v) the number of shares of the Company's stock owned either beneficially or of record by the candidate and the length of time such shares have been so owned; (vi) the written consent of the candidate to serve as a director if nominated and elected; (vii) information regarding any relationship or understanding between the proposing shareholder and the candidate; (viii) a statement that the proposed candidate has agreed to furnish to the Company all information (including a completed Directors' and Officers' Questionnaire as described above) as the Company deems necessary to evaluate such candidate's qualifications to serve as a director; and (ix) as to the shareholder giving the notice, the name and address of the shareholder and the number of shares of the Company's stock which are owned beneficially or of record by the shareholder.

Nominations by Shareholders. The procedure and requirements for shareholders to nominate directors (as opposed to making recommendations as described above) are set forth in our Bylaws, which provide in pertinent part as follows:

> "Nominations for election of members of the Board of Directors may be made by the Board of Directors or by any shareholder entitled to vote for the election of directors. Notice of intention to make any nominations by a shareholder shall be made in writing and shall be delivered or mailed to and received by the Secretary of the Corporation not less than one hundred twenty (120) calendar days in advance of the date corresponding to that on which the Corporation's proxy statement was released to the shareholders in connection with the previous year's annual meeting of shareholders; provided, however, that in the event that no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than thirty (30) days from the date contemplated at the time of the previous year's proxy statement, notice by the shareholder must be received by the Secretary of the Corporation not later than the close of business on the later of (i) one hundred and twenty (120) days prior to such annual meeting; or (ii) ten (10) days after the date the notice of such meeting is sent to shareholders pursuant to Section 2.2(d) of these Bylaws…. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of voting stock of the Corporation owned by each proposed nominee; (d) the name and residence address of the notifying shareholder and the beneficial owner, if any, on whose behalf the nomination is made; and (e) the number of shares of voting stock of the Corporation owned beneficially and of record by the notifying shareholder and such beneficial owner."

For our 2023 Annual Meeting of Shareholders, written notice of intention to make any nominations must be received no later than December 15, 2022.

Board Leadership Structure. The Company is focused on corporate governance practices, and independent Board oversight is valued as an essential component of strong corporate performance to enhance shareholder value. Our commitment to independent oversight is demonstrated by the fact that all but one of our current directors are independent. In addition, all current members of the Board's Audit, Compensation, Governance, Risk, Credit and Finance and Sustainability Committees are independent.

The Company currently has an independent Chairman separate from the Chief Executive Officer, and our corporate governance guidelines specify that these two positions should be kept separate except in unusual circumstances. Such circumstances have not occurred in the Company's history. The Board believes it is important to maintain flexibility in its leadership structure, but firmly supports having an independent director in a board leadership position. If for any reason it were necessary for the Chairman to also hold the office of Chief Executive Officer temporarily, the Board would appoint an independent lead director to serve in an independent leadership position during this time. Having an independent Chairman or lead director enables non-management directors to raise issues and concerns for Board consideration without immediately involving management. The Chairman provides independent leadership of the Board and also serves as a liaison between the Board and senior management. The Board has determined that the current structure, an independent Chair, separate from the Chief Executive Officer, is the most appropriate structure at this time, while ensuring that, at all times, there will be an independent director in a Board leadership position.

Board Role in Risk Oversight. Risk is inherent with every business, and how well a firm manages risk can ultimately determine its success. The Company faces a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk, regulatory risk, market risk and reputational risk. Management is responsible for the day-to-day identification and measurement of these risks, while the Board, as a whole and through its committees, is responsible for oversight of management actions in addressing those risks.

The Risk Committee is responsible for overseeing the Company's enterprise risks and establishing a risk appetite statement for the full Board to review and approve. The Risk Committee receives regular reports regarding the Company's compliance risks, including Bank Secrecy Act/Anti-Money Laundering, Cyber Security, Information Security, Operational Risks, Business Continuity and Vendor Risk. In addition, the Risk Committee reviews the Company's insurance program, business continuity program, model validation program and coordinates with other Committees on other key risks.

The Audit Committee is responsible for overseeing the Company's financial reporting risk and the entire audit function, and it evaluates the effectiveness of internal and external audit efforts. It receives a status report from the Company's Director of Internal Audit on at least a quarterly basis regarding the adequacy and effectiveness of internal control systems, including the design and operating effectiveness of the Company's internal controls over financial reporting. The Director of Audit will also present annually to the Board an internal audit plan for the coming year. It is the Committee's responsibility to review and approve the internal audit plan and to ensure it meets the needs of the organization.

The Credit Committee is responsible for overseeing and establishing risk tolerances with respect to credit risk, including concentrations. The Finance and Sustainability Committee is responsible for the oversight of interest rate risk, liquidity risk, and capital risk.

The Board considers the most significant risks facing the Company and the Company's general risk management strategy, to ensure that risks undertaken by the Company are consistent with the Board's stated risk appetite. In its risk oversight role, the Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed. The Chairman of the Board and other independent directors work together to provide strong, independent oversight of the Company's management and affairs directly and through its standing committees and, when necessary, special meetings of independent directors. The Bank believes this structure and division of responsibility is an effective approach in identifying and mitigating risks. Although seemingly well suited to this purpose, the Company will continue to regularly reevaluate the Board leadership structure to ensure appropriateness in the face of various situations and circumstances.

Employee, Officer and Director Hedging.

The Company does not allow directors and executive officers to enter into short sales of common stock or similar hedging or other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our equity securities or where potential gains are linked to a decline in the price of our stock. Recipients of equity awards also may not enter into any agreement that has the effect of transferring or exchanging any economic interest in an award for any other consideration. Further, directors and executive officers, as well as all officers of the Company, are prohibited from pledging Company securities as collateral for a loan or holding Company securities in a margin account.

COMMITTEES OF THE BOARD

Audit Committee

General. The Board has a standing Audit Committee, composed of directors Berra (Chairperson), Holly, Scearcy, Tharp, Woods and Castle, each of whom is an independent director as defined by the rules of Nasdaq. Each member of the Audit Committee also meets the independence criteria prescribed by applicable law and the rules of the SEC for Audit Committee membership. Each Audit Committee member meets Nasdaq's financial knowledge requirements and has substantial experience as the chief executive officer or equivalent of his or her respective business or profession. In addition, at least one member of the Audit Committee has the requisite financial sophistication required under the rules of Nasdaq for one such member. The Board has designated Lynda Scearcy and Julie Castle as "audit committee financial experts" under SEC rules.

During the fiscal year ended December 31, 2021, the Audit Committee held a total of 9 meetings. The purpose of this committee, with respect to its audit duties, is to meet with the Company's outside auditors in order to fulfill the legal and technical requirements necessary to adequately protect the Company's directors, shareholders, employees and depositors. It is also the responsibility of the Audit Committee to select the Company's independent registered public accounting firm and to make certain that this firm has the necessary freedom and independence to freely examine all Company records. Further, the Audit Committee pre-approves all audit and permissible non-audit services to be performed by the independent public accountants, with certain de minimis exceptions. Each year the committee reviews the risk assessment of the Company and assigns priorities for the coming year to have internal audit reviews conducted by in-house internal audit, or third-party outsourced vendors for branch, loan, operational, information systems and compliance. The committee approves the contractual basis of each internal audit engagement letter and arrangement under consideration.

Further, as part of its regular meeting schedule, the committee reviews annual and quarterly SEC reports and discusses those reports with Management and the independent accountants as appropriate. The committee also meets with the audit partner in charge of the engagement, who presents the audited consolidated financial reports to the committee upon completion of the annual engagement. The committee receives and reviews management letters and all reports of external independent firms which have been contracted to perform agreed upon procedures for the benefit of the Company and the committee.

Additionally, the committee reviews all Reports of Examination prepared by regulators regarding safety and soundness, compliance, or other examinations performed by such agencies. As part of its responsibilities, the committee also reviews all management-initiated responses to engagements conducted by independent consultant firms or regulatory agencies. The Audit Committee has ultimate responsibility for determining matters of interpretation with respect to the audit and accounting related portions of our Code of Ethics, and for making all final decisions concerning any disciplinary actions relating to those portions of the Code. Finally, the Audit Committee establishes procedures and monitors the Company's whistleblower program with respect to complaints about the Company's accounting, internal controls, auditing matters, violations of the Code of Ethics and allegations of fraud or corruption.

Audit Committee Charter. The Board of Directors has adopted an Audit Committee charter, which outlines the purpose of the Audit Committee, delineates the membership requirements, and addresses the key responsibilities of the committee. The charter may be found on our web site, "www.sierrabancorp.com" on the "Investor Relations" tab under the topic "Governance Documents."

Audit Committee Report. The Audit Committee has reviewed and discussed with management our audited consolidated financial statements as of and for the fiscal year ended December 31, 2021. The committee has discussed with our independent public accountants, which are responsible for expressing an opinion on the conformity of our audited consolidated financial statements with generally accepted accounting principles, the matters required to be discussed by the Public Company Accounting Oversight Board's ("PCAOB") Auditing Standard No. 1301, including their judgments as to the quality of our financial reporting. The committee has received written disclosures and a letter from our independent public accountants as required by the Public Company Accounting Oversight Board (PCAOB) Rule 3526 and discussed with the independent public accountants the firm's independence from management and from the Company. In considering the independence of our independent public accountants, the committee took into consideration the amount

and nature of the fees paid the firm for non-audit services, as described under "Proposal 2" below. The Audit Committee also reviewed management's report on its assessment of the effectiveness of the Company's internal control over financial reporting and the independent registered public accounting firm's report on the effectiveness of the Company's internal control over financial reporting.

In reliance on the review and discussions described above, the committee recommends to the Board of Directors that the year-end audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 for filing with the SEC.

Submitted by:

Albert L. Berra, Chairman	Lynda B. Scearcy
Julie G. Castle	Morris A. Tharp
James C. Holly	Gordon T. Woods

Nominating and Governance Committee

General. The Board has a standing Nominating and Governance Committee (the "Governance Committee"), comprised of directors Tharp (Chairperson), Berra, Christenson, Dutto, Holly, Sceacry, Woods, Abundis and Castle, each of whom qualifies as an independent director under the Nasdaq rules. The Governance Committee met twice during 2021. The primary functions of this committee are to (i) identify qualified candidates for director, evaluate the incumbent directors whose terms expire at each upcoming annual meeting, and recommend to the Board the director nominees for each annual meeting of shareholders; (ii) determine desired Board member skills and attributes and annually review and update the criteria for evaluating candidates for directors; (iii) annually evaluate the size and composition of the Board and each committee in light of the Company's operating requirements and existing corporate governance trends; (iv) conduct searches as needed for prospective directors with the desired skills and attributes, and conduct reviews as appropriate into the background and qualifications of director candidates; (v) consider bona fide candidates recommended by shareholders for nomination for election to the Board in accordance with the policies and procedures set forth in the Governance Committee's charter; (vi) retain and compensate third party search firms to assist in identifying or evaluating potential nominees to the Board, if necessary; (vii) assess and report annually to the Board concerning the effectiveness and performance of the Board and Board committees as well as the effectiveness of the relationship between the Board and management, and identify areas in which the Governance Committee or management believes the Board could improve; (viii) monitor the orientation and continuing education program for directors; (ix) annually review and assess the adequacy of the Company's Corporate Governance Guidelines in light of applicable legal and regulatory requirements; (x) annually review and assess the adequacy of the Company's Code of Ethics; (xi) have ultimate responsibility for determining matters of interpretation with respect to the non-audit related portions of the Code of Ethics and for making all final decisions concerning any disciplinary actions relating to those portions of the Code; (xii) review and oversee matters relating to the independence of Board and committee members; and (xiii) periodically review the Company's succession plans and make recommendations to the Board of Directors with respect to management and director succession.

The Board and the Governance Committee have adopted specific policies and procedures concerning the director nomination process, in accordance with which the Governance Committee considers various matters and criteria and on that basis recommends the proposed slate of nominees to the full Board. The specific procedures and criteria which the Governance Committee follows and considers in making its decisions concerning recommended nominations for directors are described above under "CORPORATE GOVERNANCE – Director Nomination Procedures, Qualifications and Related Matters." Prior to 2020, we had not paid fees to any third party to identify or evaluate or assist in identifying or evaluating potential nominees. However, in 2020 used a third-party search firm to identify potential new directors. Such third-party firm expanded the search both geographically and with a focus on additional financial services expertise and identified several candidates from whom two directors (Julie Castle and Susan Abundis) were selected. In early 2022, an executive with the search firm (Michele Gil) was interviewed by the Committee and nominated as a Class I director for election at the 2022 Annual Meeting of Shareholders. Further, a candidate identified in the 2020 search was selected as a potential candidate in 2022 with the proposal to expand the size of the Board. The Committee interviewed the candidate and recommended to the full Board to nominate Ms. Karim as a Class II director with the proposal to expand the size of the Board at the 2022 Annual Meeting of Shareholders.

Governance Committee Charter. The Board of Directors has adopted a Nominating and Governance Committee charter, which outlines the purpose of the Governance Committee, delineates the membership requirements, and addresses the key responsibilities of the committee. The charter may be found on our web site, "www.sierrabancorp.com" on the "Investor Relations" tab under the topic "Governance Documents."

Compensation Committee

General. The Board has a Compensation Committee, of which directors Berra (Chairperson), Christenson, Holly, Scearcy, Tharp, and Woods are members. The Compensation Committee met seven times during 2021, with most meetings held to select and meet with a Compensation consultant. All of the current and former members of the Compensation Committee are independent directors under Nasdaq rules. The primary functions of this committee are to (i) consider and make recommendations to the Board of Directors concerning the Company's incentive compensation plans and equity-based plans in which directors and executive officers may participate; (ii) approve option grants or restricted stock awards to the Company's Named Executive Officers, as defined herein, unless the Board of Directors, in its discretion, should decide to take such actions instead of the Committee with respect to any such awards; (iii) annually evaluate the performance of the Company's Chief Executive Officer (the "CEO") in light of the goals and objectives of the Company's executive compensation plans and the CEO's individual performance goals, and make recommendations to the Board of Directors concerning his compensation levels based on this evaluation; (iv) annually review and make recommendations to the Board concerning the compensation arrangements for all executive officers; (v) monitor compensation trends, solicit independent advice where appropriate, and ensure that executive compensation plans are sufficient to attract and retain high quality executives; (vi) review and make recommendations to the Board concerning any salary continuation agreements or other contractual arrangements with any officers; (vii) annually review the compensation paid to non-employee directors and make recommendations to the Board regarding such compensation, provided that no member of the Committee may act to fix his or her own compensation except for uniform compensation paid to directors for their services as a director; (viii) review executive officer compensation for compliance with applicable laws and regulations; (ix) have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the CEO, other executive officers, and director compensation; (x) produce an annual report on executive compensation, and review and approve the Compensation Discussion and Analysis appearing in the Proxy Statement; (xi) review and make recommendations to the Board concerning salary ranges for graded personnel, as well as personnel policies and any similar documents relating to personnel matters which require Board approval; and (xii) annually review group health insurance and workers compensation insurance, and make recommendations to the Board with regard to carriers and potential changes in coverage.

Compensation Committee Charter. The Board of Directors has adopted a Compensation Committee charter, which outlines the purpose of the Compensation Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, "www.sierrabancorp.com" on the "Investor Relations" tab under the topic "Governance Documents."

Compensation Committee Interlocks and Insider Participation in Compensation Decisions. The persons named above were the only persons who served on the Compensation Committee during the fiscal year ended December 31, 2021. None of these individuals has been an officer or employee of the Company or any of its subsidiaries within the past three fiscal years. None of our executive officers serves as a member of the Board of Directors or compensation committee of any other entity that has one or more executive officers serving as a member of our Board of Directors or our Compensation Committee.

Compensation Committee Report. In performing its oversight role, the Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement to be filed on Schedule 14A with the SEC.

In addition, the Compensation Committee reviewed the compensation structure for employees of the Company and concluded that none of the elements comprising such compensation encourages behavior that would lead to excessive risks for the Company.

Submitted by the Compensation Committee of the Board of Directors.

Albert L. Berra, Chairman	Vonn R. Christenson
James C. Holly	Lynda B. Scearcy
Morris A. Tharp	Gordon T. Woods

Risk Committee

General. The Risk Committee of the Board is comprised of Directors Woods (Chairperson), Holly, Scearcy, Christenson, Dutto and Castle. The Risk Committee met quarterly in 2021 and is responsible for oversight and establishment of risk appetite guidance for the Company. The Committee receives a report from the Chief Risk Officer on the levels of residual risk present in the Company and whether the levels are consistent with risk appetite. The Committee evaluates the responses from management in addressing risks and implications for operations, compliance, and financial performance. The Committee also has oversight responsibility for the Company's enterprise risk management framework, approval of risk management policies including an annual review of the Risk Appetite Statement and, assessment of management's implementation of the risk management framework. The Committee reviews management's assessment of the aggregate level of risk across each of the traditionally defined categories of risk: liquidity, credit, regulatory, operational, interest rate, market, strategic, and reputational. The Risk Committee also oversees the Company's insurance program.

Risk Committee Charter. The Board of Directors has adopted a Risk Committee charter, which outlines the purpose of the Risk Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, "www.sierrabancorp.com" on the "Investor Relations" tab under the topic "Governance Documents."

Credit Committee

General. The Credit Committee of the Board, previously the Senior Loan Committee, consists of Directors Holly (Chairperson), Berra, Woods, Scearcy, Tharp, Abundis and McPhaill. The Credit Committee met 14 times in 2021 and began meeting monthly in March 2021. The Credit Committee is responsible for overseeing credit policy, monitoring asset quality, reviewing credit risk, reviewing and approving the Provision for Credit Losses, and reviewing certain credit-related actions.

Credit Committee Charter. The Board of Directors has adopted a Credit Committee charter, which outlines the purpose of the Credit Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, "www.sierrabancorp.com" on the "Investor Relations" tab under the topic "Governance Documents."

Finance and Sustainability Committee

General. The Finance and Sustainability Committee was added as a committee of the Company in March 2022. Sierra Bancorp in 2022. The Finance and Sustainability Committees members are Woods (Chairperson), Berra, Christenson, Holly, Scearcy, and McPhaill. The Finance and Sustainability Committee is expected to meet quarterly and is responsible for overseeing the Company's balance sheet position and sensitivity to interest rate risk, the Company's investment portfolio including setting specific parameters, the Company's liquidity risk, and the Company's capital management. In addition, the Finance and Sustainability Committee will establish guidelines for the Company's initiatives and reporting surrounding Environmental and Social Governance ("ESG"), including oversight of the Company's Community Reinvestment Act activities and oversight of certain social risks associated with human capital activities.

Finance and Sustainability Committee Charter. The Board of Directors has adopted a Finance and Sustainability Committee charter, which outlines the purpose of the Finance and Sustainability Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, "www.sierrabancorp.com" on the "Investor Relations" tab under the topic "Governance Documents."

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy and Objectives

Our primary objectives with respect to executive compensation are to attract and retain the most talented and dedicated executives possible, and to align their interests with those of our shareholders. To that end, we strive to maintain compensation plans that are competitive relative to those of similar publicly-traded banking institutions, and to provide a substantial level of at-risk compensation for our executives that depends in part on the Company's financial performance. Compensation for our Named Executive Officers consists primarily of the following elements, which are discussed in greater detail below: base salary; annual discretionary bonuses based on performance guidelines; and longer-term incentive awards including restricted stock and stock option grants, and salary continuation agreements. The Compensation Committee periodically evaluates and adjusts the types and weighting of these components to support Company objectives. The Compensation Committee and the Board also believe it is important to ensure that the compensation of the CEO is equitable and reasonable in relation to that of the other Named Executive Officers, and that the compensation of the other Named Executive Officers is reasonable in relation to each other given their respective duties and responsibilities, experience, and certain other relevant factors.

Process for Making Compensation Decisions

Roles of the Compensation Committee. The Compensation Committee reviews executive compensation and makes recommendations to the Board with regard to appropriate target compensation levels and compensation component weightings for all of the Named Executive Officers in alignment with our compensation philosophy and consistent with employment agreements. Compensation includes the primary components listed in the previous paragraph, as well as any perquisites, or special or supplemental benefits. In making its recommendations to the Board, the Compensation Committee evaluates compensation arrangements and mix of short-term and long-term compensation for comparable positions at peer institutions (where such data is publicly available), the relative financial performance of the Company, recommendations of the CEO (in the case of the other Named Executive Officers), internal fairness, the past performance and future goals of the CEO, and independent analysis performed by the committee. The specific factors considered are detailed below under "Targeted Compensation" and "Elements of Executive Compensation." The Compensation Committee has the authority to engage consultants and request other information as needed to fairly measure and evaluate the overall compensation of the Named Executive Officers. The Compensation Committee engaged Pearl Meyer to perform an executive compensation review in 2021.

Role of the Chief Executive Officer. The CEO annually reviews the performance of the Named Executive Officers other than himself, and presents his conclusions and recommendations based on those reviews to the Compensation Committee. In 2021, the CEO considered the Pearl Meyer executive compensation review and the stated objectives of the Compensation Committee and the Board in formulating his recommendations for base salary adjustments, target bonus amounts, and equity awards. The Compensation Committee will discuss the CEO's recommendations before using its discretion in making its recommendations to the Board, related to the compensation of the Named Executive Officers. The CEO is not a member of the Compensation Committee but is invited to attend meetings of the Committee as necessary to provide input and recommendations on compensation for the other Named Executive Officers. The CEO leaves the meeting prior to the Committee's discussion and determination of the components of his own amount and mix of compensation.

Targeted Compensation

As noted, an executive compensation review was performed by Pearl Meyer in 2021 and was used to assist in establishing targeted compensation levels for all Named Executive Officers. As in the past, the peer group criteria is subject to modification for future compensation studies if the peer group does not continue to provide a representation of similarly sized banks within our geography. The intention is to use a peer group consisting of banks approximately half the asset size of the Company to twice the size of the Company and located either in Western states or d in communities of similar size. For the most recently completed executive compensation review, the peer group was comprised of 20 publicly-traded bank holding companies or banks headquartered primarily in Western states, with total assets ranging from approximately $2.5 billion to $7.0 billion, with a median asset size of $3.3 billion (the "Peer Group") and a similar mix of

loans.[1] The peer executive compensation review provides an analysis of peer base salary, short-term incentives (including discretionary bonuses), and long-term incentives (including the value of restricted stock, stock option awards, and increases in pension values) (collectively, "Total Direct Compensation"), for Peer Group officers with similar positions equivalent to the Named Executive Officers, if available, or for similarly compensated officers regardless of title for whom compensation information is publicly disclosed. Because the most recent available peer compensation data was from 2021, an annualized adjustment of 3% was made to the peer compensation data.

Another element in assessing appropriate levels of Total Direct Compensation for the Named Executive Officers is the Company's financial performance and size relative to peer institutions. Using a 3-year average for Return on Average Assets and Return on Average Equity, the Company's results were at the 70th and 75th percentiles, respectively, relative to peer institutions. In addition, the Company's total assets were at the 50th percentile of the peer group.

Based on favorable trends in the Company's net income and financial performance metrics, as well as overall favorable financial performance relative to peer institutions, compensation data in the peer study, recommendations of the CEO (in the case of the other Named Executive Officers), individual performance, and other independent analysis performed by the Compensation Committee, the committee selected a target range, as adjusted for restricted stock grants, between the 50th and 75th percentiles of Total Compensation for Peer Group officers as a general target for Total Compensation. After applying the principle of internal equity and in consideration of prior position-specific experience, Total Compensation established by the Compensation Committee for an individual Named Executive Officer might exceed or fall short of the target range. With regard to the components of Total Compensation, the goal of the Compensation Committee was to maintain a substantial level of "at risk" compensation while striving to ensure that neither base salary nor potential short-term incentive compensation are substantially below the Peer Group median.

The aforementioned variables being duly analyzed and considered, the Compensation Committee came to a unanimous conclusion concerning appropriate 2022 targets for base salaries and short-term incentive compensation for the Named Executive Officers. The Compensation Committee then presented its recommendations to the Board, which unanimously approved those recommendations. This ultimately resulted in 2022 base salaries remaining unchanged from 2021 for each of the Named Executive Officers. For comparison, the 2021 over 2020 increases in base salaries were 5% each for the Chief Executive Officer, Chief Financial Officer, and Chief Banking Officer. The 2021 base salary increase over 2020 was 12% for the Chief Administrative Officer. The Chief Credit Officer/Chief Risk Officer started employment in December 2020 as the Chief Credit Officer and received a raise of 6.4% in August 2021 upon an expansion of responsibilities for the Chief Risk Officer position. The incentive bonus potential for 2022 was established as 75% of base salary for the CEO and 50% of base salary for the other Named Executive Officers, which is unchanged from 2021.

Prior to 2020, it was the practice of the Compensation Committee to grant the Named Executive Officers equity-based compensation in the form of 5,000 stock options in the first quarter of each year.

Starting in August 2020, restricted stock awards were granted to the Named Executive Officers in order to better align the interests of the executives with shareholders' interests and to provide a retention benefit. The amount of these August 2020 restricted award grants were $600,000 for the Chief Executive Officer and $400,000 each to the Chief Financial Officer, Chief Banking Officer and Chief Administrative Officer. Shortly after the hiring of the new Chief Credit Officer in December 2020, he was granted $400,000 of restricted stock awards in March 2021. All of these initial restricted stock grants were time-based and vest ratably over 5 years. The initial restricted stock grants made to the named

[1] The Peer Group consists of the following banks and bank holding companies: Allegiance Bancshares, Inc., Houston, Tx; Altabancorp, American Fork, UT; Bank of Marin Bancorp, Novato, California; Baycom Corp, Walnut Creek, California; CBTX, Inc., Houston, TX; Central Pacific Financial Corp, Honolulu, HI; Central Valley Community Bancorp, Fresno, California; Farmers & Merchants Bancorp, Lodi, California; First Choice Bancorp, Cerritos, CA; First Western Financial, Inc., Denver, CO; FS Bancorp, Inc., Terrace, WA; Guaranty Bancshares, Inc., Addison, TX; Hamni Financial Corporation, Los Angeles, CA; Heritage Commerce Corp, San Jose, California; Northrim Bancorp, Inc., Anchorage, AK; Preferred Bank, Los Angeles, California; RBB Bancorp, Los Angeles, California; South Plains Financial, Inc., Lubbock, TX; Spirit of Texas Bancshares, Inc., Conroe, TX; and Territorial Bancorp, Inc., Honolulu, HI.

executive officers in 2020, or in March 2021 in the case of Mr. Boyle, were equal to approximately one year of expected 2021 base salary.

In November 2021, the Compensation Committee recommended to the Board the grant of additional restricted stock awards to the Named Executive Officers, which unanimously approved those recommendations. The amount of the restricted stock awards granted in November 2021 was $125,000 for the Chief Executive Officer and $75,000 each to the other Named Executive Officers. Half of the restricted award grant is time-based and will vest ratably over three years. The remaining half of the restricted stock award is performance-based and vests at the end of three years. With respect to the performance-based restricted stock awards, 100% vests if the Company's 3-year average ROE is at the 50th percentile as compared to the peer average ROE over the same 3-year period. None of the performance-based awards vest if actual performance is below the 30th percentile as compared to peers and 150% of the performance-based awards will vest if actual performance is at or above the 75th percentile as compared to peers. Vesting for actual performance between the different performance targets is determined by interpolation. The total restricted stock awards granted to the CEO was approximately 21% of his base salary for 2022 and the total restricted stock awards granted to the other Named Executive Officers was approximately 19% of each of their base salaries for 2021.

The Compensation Committee continues to consider the economic impact of the 2020 initial restricted stock awards in determining the overall level of 2022 Total Compensation for Named Executive Officers. This is done by including one-year of vesting as part of Total Compensation when evaluating 2021 Total Compensation as compared to peers. Factoring in base salaries, assuming a full incentive bonus payout, and one-year of vesting of the five year the Restricted Stock grants in 2020, the potential Total Direct Compensation for Named Executive Officers for 2021 was at the following percentile rankings relative to the Peer Group's adjusted 2021 compensation data (as noted above, the adjusted Peer estimate incorporates 3% annual increase): the 44th percentile for the CEO, the 42nd percentile for the CFO, the 70th percentile for the CBO, the 65th percentile for the CAO and the 63rd percentile for the CCO/CRO.

Employment Agreements

In December 2018, the Company entered into employment agreements with the Chief Executive Officer and the Chief Banking Officer that commenced on January 1, 2019 with initial terms of three years, with evergreen renewals for one-year terms subsequent to the initial term unless either the executive or the Company provides notification of non-renewal to the other party at least six months in advance of the renewal date. Similar agreements were entered into with the Company's new executive officers upon commencement of their employment, Mr. Treece's employment agreement became effective in January 2020, Ms. Johnson's employment became effective in February 2020, and Mr. Boyle's employment agreement became effective in December 2020. The agreements specified minimum annual base salaries as well as annual discretionary bonuses of up to 75% of annual base salary for Mr. McPhaill and 50% of annual base salary for the other Named Executive Officers. Mr. Treece's and Ms. Johnson's employment agreements also authorized the grant of 20,000 stock options to vest ratably over 5-years and Mr. Boyle's employment agreement authorized the grant of $400,000 of restricted stock to vest ratably over 5-years. The agreements also note the basic terms and conditions of other benefits, delineate permitted outside activities, and provide indemnification for the executives for certain circumstances. Each agreement includes noncompetition, non-solicitation and nondisclosure conditions applicable to the executives.

The employment agreements automatically terminate in certain circumstances, including the following: the death or incapacity of the executive; termination of the executive's employment for cause; or, a change in control of Sierra Bancorp. For such automatic terminations, there is no further obligation on the part of the Company to make payments or provide any benefits pursuant to an agreement except in the case of a change in control of the Company. Furthermore, the agreements stipulate that the Company may terminate the employment of the named executive officer with 30 days prior written notice to the executive, and the executive may terminate his agreement and his employment with the Company at any time with 90 days prior written notice to the Company. In the event of a change in control, or if the Company initiates termination of employment for a reason other than one which constitutes an automatic termination, the Company will provide the executive(s) with the payments and benefits that are outlined below under "EXECUTIVE OFFICER AND DIRECTOR COMPENSATION – Potential Payments Upon Termination or Change in Control." An executive's receipt of severance benefits of any kind pursuant to his employment agreement is conditioned upon his execution of the full and complete release of any and all claims against Sierra Bancorp and Bank of the Sierra and their respective affiliates,

directors, officers, employees, agents, attorneys, insurers, and successors in interest, arising from or in any way related to executive's employment or termination of executive's employment.

Elements of Executive Compensation

Base Salary. Base salaries for our executives are dependent on the scope of their responsibilities, taking into account competitive market compensation paid by similar companies for comparable positions. Base salaries are reviewed and adjusted annually, as necessary, to realign them with market levels based upon individual responsibilities, work experience and job performance.

Discretionary Annual Incentive Bonus. The Board of Directors has the authority to award discretionary annual cash bonuses to the Named Executive Officers based on the recommendations of the Compensation Committee. The Board has adopted an incentive bonus plan for Named Executive Officers that is dependent on individual performance, as determined by the Compensation Committee and the Board with input from the CEO in the case of the other Named Executive Officers, and the Company's financial performance relative to Board-approved targets. Earnings targets and individual performance goals are carefully established to provide a challenge, while at the same time being realistically achievable without engaging in activities posing excessive risk. The Board establishes potential levels for incentive bonuses at the start of each fiscal year, based on the recommendations of the Compensation Committee.

Bonuses for any given calendar year are typically accrued as an expense by the Company during the year for which they are applicable but are not paid until March of the following year, subsequent to our receipt of the final audit report and after the review and approval of bonus recommendations made by the Compensation Committee to the Board of Directors. For 2021, the Company's incentive bonus plan specified a potential bonus level of 75% of base salary for the President/CEO, and 50% of base salary for other Named Executive Officers. However, the plan also specified that the potential levels were guidelines only, and that all payments made pursuant to the plan are ultimately made at the discretion of the Board of Directors. The 2021 incentive plan had a 70% weighting for Company performance and 30% of individual performance. For the 30% individual performance component, one third was based on the team's performance against the Community Reinvestment Act plan as established in early 2021. The Company performance target used an earnings target for 2021 of at least $35.8 million in net income for a potential full bonus payout of the Company performance portion of the bonus, and minimum net income of $17.9 million for the company performance portion of the performance target. If actual net income was between those two targets, the potential payout ratio for the Company performance portion of the bonus would have been equal to net income for the year divided by $35.8 million. Based on the favorable variance in net income relative to our 2021 earnings targets and the fulfillment of individual performance goals, the Company's Named Executive Officers were approved for and received discretionary bonuses equal to their maximum potential short-term incentive pay that had been established for the year, including progress made toward the Community Reinvestment Act plan.

For 2022, the incentive plan payouts are based upon 70% for net income, 10% for receiving a Satisfactory or better rating on the 2022 Community Reinvestment Act Performance Evaluation, 10% for Return on Equity (ROE) relative to peers, and 10% for Return on Assets (ROA) relative to peers. Additionally, the ROA and ROE categories will provide a payout for performance at the 50th percentile at 10% (target), no payout if less than the 30th percentile and a 15% payout if more than the 75th percentile. Payouts for actual ROA or ROE between the various thresholds will be determined by interpolation.

Equity Incentives and Stock Ownership. Our 2017 Stock Incentive Plan (the "2017 Plan") authorizes the Board of Directors or the Compensation Committee in their discretion to grant directors, consultants and employees of the Company restricted stock awards and/or options to purchase shares of our common stock. Prior to 2020, the Company had exclusively granted stock options to directors and employees of the Company.

Starting in August 2020, the Compensation Committee elected to shift from issuing stock options to restricted stock as its primary long-term equity incentive vehicle. The Board and the Compensation Committee feel that restricted stock better aligns the interests of our executives with those of our shareholders, the unvested shares act as a retention vehicle for our executives as the Company no longer uses a Supplemental Employee Retirement Plan for its Named Executive Officers other than for the CEO, and restricted stock provides a long-term balance to the shorter-term nature of base salary and discretionary annual bonuses. As three of the five named executive officers are relatively new to the

Company, the Compensation Committee further determined that a substantial restricted stock award would provide a strong retention vehicle that better aligns with our peers.

As described above, in November 2021, the Compensation Committee recommended the grant of additional restricted stock awards to the Named Executive Officers to the Board, which unanimously approved those recommendations. The amount of the restricted stock awards granted in November 2021 was $125,000 for the Chief Executive Officer and $75,000 each to the other Named Executive Officers. Half of the restricted award grants in November 2021 were time-based and the remaining half were performance-based. Further detail on the vesting of these awards is described above.

Additional details concerning the 2017 Plan and awards held at December 31, 2021 by the Named Executive Officers are set forth below under "EXECUTIVE OFFICER AND DIRECTOR COMPENSATION – Grants of Plan-Based Awards" and "Outstanding Equity Awards at Fiscal Year End."

We do not have requirements for our executives with regard to specific levels of stock ownership.

Salary Continuation Agreements. The only active Named Executive Officer with a salary continuation agreement is our Chief Executive Officer. We entered into a salary continuation agreement with our CEO that provides an annual benefit of $150,000 per year for 15 years, with payments commencing after retirement from the Company. The benefit amount and term was determined by the CEO's position and scope of responsibility, as well as the amount of the annual expense accrual required to accumulate the appropriate liability for payment obligations. Expense accruals associated with salary continuation agreements are reflected in compensation tables as a change in pension value. No benefits are payable in the event of a voluntary termination prior to a specified retirement date, or an involuntary termination for cause. However, the salary continuation benefit becomes fully vested and payable upon a change in control if followed by resignation or other termination of employment. The material terms of the salary continuation agreement is described below under "EXECUTIVE OFFICER AND DIRECTOR COMPENSATION – Potential Payments Upon Termination or Change in Control – Salary Continuation and Split Dollar Agreements."

Deferred Compensation Plan. Executive officers are eligible to participate in a non-qualified deferred compensation plan, the "409A Plan," whereby they can elect to defer all or part of their cash compensation for payment after retirement or termination of employment. Deferred compensation amounts are not taxed until received by the participant. Deferred compensation balances are unsecured obligations of the Company, and are credited/charged by the Company for gains/losses pegged to participant-directed investment allocations. Investment allocation options include equity funds, real estate funds, bond funds and a fixed income alternative. The Company offsets deferred compensation accruals with tax-advantaged income/losses on separate account Company-owned life insurance that is invested in options similar to those selected by deferred compensation plan participants. No above-market or preferential earnings are provided by the Company with respect to these plans. Further details on the 409A Plan are described below under "EXECUTIVE OFFICER AND DIRECTOR COMPENSATION – Deferred Compensation."

Perquisites and Other Programs. The Company provides its executive officers with perquisites and personal benefits that it believes are reasonable and consistent with its overall compensation strategy to attract and retain qualified executives and facilitate the performance of their duties. The Company maintains a 401(k) employee savings and retirement plan, which is offered to all employees. After the end of each calendar year a discretionary contribution to the 401(k) plan is considered by the Board of Directors. This has typically resulted in a Company contribution to plan participants in the range of 50% to 95% of the lesser of the following: the participant's actual contribution; 6% of the participant's gross cash compensation during the preceding calendar year; or, 6% of the IRS annual compensation limit for purposes of company contributions ($290,000 in 2021). For 2021, the Company contribution was 95% and for 2020 it was 90%. Other benefits available to all employees include medical, dental, and vision insurance. Executive officers may also be provided with club memberships, an automobile allowance, mileage reimbursement, use of a Company-owned automobile, and/or use of a cell phone or a cell-phone allowance. Reportable annual benefits of $10,000 or more are described in the Summary Compensation Table below.

Conclusion. The Compensation Committee intends to continue to link executive compensation to corporate performance and shareholder return, while avoiding forms of compensation that might encourage behavior which could have an adverse impact on the Company. The various pay vehicles offered to our executives are balanced to compensate them for current

performance and provide motivation for them to contribute to our overall future success, and we believe that our executive compensation policies and programs serve the best interests of our Company and our shareholders.

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Summary Executive Compensation Information

The following table sets forth certain summary compensation information with respect to our Chief Executive Officer, our Chief Financial Officer, and our three next most highly compensated executive officers (together the "Named Executive Officers"):

Summary Compensation

Name and Principal Position	Year	Salary[1]	Bonus[2]	Stock Awards[3]	Option Awards[4]	Changes in Pension Value[5]	All Other Compensation	Total
Kevin J. McPhaill	2021	$ 603,750	$ 452,813	$ 124,990	$ —	$ 37,141	$ 78,815 [6]	$ 1,297,509
President and	2020	575,000	431,250	599,994	23,636	32,161	73,279 [6]	1,735,320
Chief Executive Officer	2019	525,000	393,750	—	33,131	29,344	81,616 [6]	1,062,841
Christopher G. Treece	2021	$ 400,000	$ 200,000	$ 74,962	$ —	$ —	$ 33,590 [7]	$ 708,552
Executive Vice President	2020	380,000	190,000	399,996	94,546	$ —	58,899 [7]	1,123,441
and Chief Financial Officer	2019	—	—	—	—	—	—	—
Michael W. Olague	2021	$ 400,494	$ 200,000	$ 74,962	$ —	$ —	$ 40,673 [8]	$ 716,129
Executive Vice President	2020	380,000	190,000	399,996	23,636	—	35,920 [8]	1,029,552
and Chief Banking Officer	2019	330,000	165,000	—	33,131	—	31,780 [8]	559,911
Hugh F. Boyle	2021	$ 399,199	$ 199,125	$ 474,955	$ —	$ —	$ 30,035 [9]	$ 1,103,314
Executive Vice President	2020	19,464	—	—	—	—	—	19,464
Chief Credit and Risk Officer	2019	—	—	—	—	—	—	—
Jennifer A. Johnson	2021	$ 380,000	$ 190,000	$ 74,962	$ —	$ —	$ 33,650 [10]	$ 678,612
Executive Vice President and	2020	322,667	170,000	399,996	94,546	—	49,872 [10]	1,037,081
Chief Administrative Officer	2019	—	—	—	—	—	—	—

1 Includes portions of these individuals' salaries which were deferred pursuant to the Company's 401(k) Plan or 409A Plan. See "401(k) Plan" and "Deferred Compensation" below. Employer matching contributions under the 401(k) Plan are included in the "All Other Compensation" column of the above table.

2 Amounts are based on the Company's incentive bonus plan discussed in the Compensation Discussion and Analysis above. Portions of these amounts may have been deferred pursuant to the Company's 401(k) Plan or 409A Plan. See "401(k) Plan" and "Deferred Compensation."

3 Represents the aggregate grant date fair values of restricted stock awarded during the year, as computed pursuant to FASB accounting standards on equity-based compensation.

4 Represents the aggregate grant date fair values of options awarded during the year, as computed pursuant to FASB accounting standards on stock options. The assumptions used in valuing these option awards are detailed in Note 2 to the consolidated financial statements contained in our Annual Report to Shareholders for 2021.

5 Represents salary continuation plan accruals, i.e., additions to the accrued liability balance established with respect to the benefit obligation for each Named Executive Officer with a post-retirement salary continuation agreement. There were no above-market or preferential earnings on non-qualified deferred compensation accounts. See "Pension Benefits," "Potential Payments Upon Termination or Change in Control," and "Deferred Compensation" below.

6 Includes director fees of $41,900, $42,431 and $50,868, for 2021, 2020, and 2019 respectively; the imputed value for personal use of a Company car of $13,399, $13,892, and $14,704, for 2021, 2020, and 2019, respectively; employer contributions to Mr. McPhaill's 401(k) plan account totaling $16,245, $15,390, and $15,960, per year for 2021, 2020, and 2019, respectively.

7 Includes a car allowance of $12,000 annually in both 2020 and 2021; employer contributions to Mr. Treece's 401k plan of $15,390; and $16,245 in 2020 and 2021, respectively, and a moving expense allowance of $30,000 in 2021.

8 Includes a car allowance of $18,000 per year; employer contributions to Mr. Olague's 401(k) plan account totaling $16,425, $15,390, and $13,086 per year for 2021, 2020, and 2019, respectively.

9 Includes a car allowance of 12,000 and employer contributions to Mr. Boyle's 401(k) plan account of $16,425.

[10] Includes a $11,000 car allowance for Ms. Johnson's eleven months of employment in 2020 and $12,000 in 2021; employer contributions of $7,392 to Ms. Johnson's 401(k) plan account in 2020 and $16,425 in 2021; additionally a moving expense allowance of $30,000 was paid to Ms. Johnson in 2020.

Grants of Plan-Based Awards

There were no plan-based non-equity awards granted to the Named Executive Officers in 2021. The following table furnishes information regarding restricted stock granted to the Named Executive Officers during 2021:

Name	Grant Date Time-Based Restricted Shares	Number of Time-Based Shares of Restricted Stock Granted in 2021	Grant Date Performance-Based Restricted Shares	Number of Performance-Based Shares of Restricted Stock Granted in 2021	Grant Date Price	Grant Date Fair Value of Stock and Option Awards[1]
Kevin J. McPhaill	11/19/2021	2,301	11/19/2021	3,451	$ 27.16	$ 156,224
Christopher G. Treece	11/19/2021	1,380	11/19/2021	2,071	27.16	93,729
Michael W. Olague	11/19/2021	1,380	11/19/2021	2,071	27.16	93,729
Hugh F. Boyle	multiple	17,190	11/19/2021	2,071	multiple	493,722
Jennifer A. Johnson	11/19/2021	1,380	11/19/2021	2,071	27.16	93,729

[1] The aggregate grant date fair value as computed pursuant to FASB accounting standards on equity-based compensation. With the exception of a single award made on March 1, 2021 to Mr. Boyle all restricted stock awards were made on November 19, 2021 with a grant date value of $27.16. Additionally, Mr. Boyle received a grant of time-based restricted stock in the amount of 15,810 at a grant date value of $25.30 on March 1, 2021. The additional award made to Mr. Boyle in 2021 represented the grant of restricted stock in the value of approximately one year of Mr. Boyle's salary, similar to the restricted stock awards made to the other executives in August 2020.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth outstanding stock options, and restricted stock awards held by the Named Executive Officers as of December 31, 2021:

	Number of Shares Underlying Unexercised Options Exercisable	Number of Shares Underlying Unexercised Options Unexercisable[1]	Exercise Price[2]	Expiration Date	Number of Unvested Restricted Shares	Market Value of Unvested Restricted Shares
Kevin J. McPhaill	10,000	—	$ 16.55	4/23/2025	—	$ —
	2,849	—	17.25	2/18/2026	—	—
	5,000	—	28.21	2/16/2027	—	—
	5,000	—	27.35	2/15/2028	—	—
	5,000	—	27.30	2/21/2029	—	—
	5,000	—	27.11	2/20/2030	—	—
	—	—			32,418	880,149
Christopher G. Treece	4000	16,000	$ 27.11	2/20/2030	—	—
	—	—			21,228	576,340
Michael W. Olague	2,000	—	10.21	11/15/2022	—	—
	5,000	—	16.35	11/20/2024	—	—
	5,000	—	17.25	2/18/2026	—	—
	5,000	—	28.21	2/16/2027	—	—
	5,000	—	27.35	2/15/2028	—	—
	5,000	—	27.30	2/21/2029	—	—
	5,000	—	27.11	2/20/2030	—	—
	—	—			21,228	576,340
Hugh F. Boyle	—	—	$ —	—	19,261	522,936
Jennifer A. Johnson	4,000	16,000	$ 27	47,534		$
	—	—			21,228	576,340

1 All options in the table granted in 2020, 2019 and 2018 became fully vested on the one-year anniversary of the grant date. Options granted in 2017, 2016 and 2014 vested immediately on the grant date. Options granted in 2015 vest at the rate of 20% on each grant date anniversary until fully vested. Options granted prior to 2013 vested at the rate of 20% on each grant date anniversary, except for the options granted to the Chief Credit Officer in 2012 which vested immediately upon grant. Options expire following terms of 10 years. Unvested options become immediately vested in the event of a change in control of the Company, and options terminate in the event of termination of employment, with the time period for exercise of the vested portion depending on the reason the service ceases. In the case of termination for cause, the options expire immediately.

2 Please see footnote 1 to the "Grants of Plan-Based Awards" table for determination of "Exercise Price".

Option Exercises and Stock Vested

The following table provides information regarding options exercised by the only Named Executive Officers who exercised options during 2021, and the value realized thereon. The table likewise details the value restricted stock vested during the year ended December 31, 2021.

Option Exercises and Shares Vested in 2021

Name	Option Awards		Restricted Stock Awards	
	Shares Acquired on Exercise in 2021	Value Realized on Exercise[1]	Number of Shares Acquired upon Vesting in 2021	Value Realized on Vesting[2]
Kevin J. McPhaill	—	$ —	6,667	$ 160,808
Christopher G. Treece	—	—	4,445	107,213
Michael W. Olague	2,000	28,180	4,445	107,213
Hugh F. Boyle	—	—	—	—
Jennifer A. Johnson	—	—	4,445	107,213

1 Represents the excess of the aggregate fair market value over the aggregate exercise price of the shares at the time of exercise.
2 Represents the market price of the shares on the date of vesting, or $24.12, multiplied by the shares vested.

Employment Agreements

In December 2018, the Company, entered into employment agreements with our current Chief Executive Officer and Chief Banking Officer. The agreements commenced on January 1, 2019 and have initial terms of three years, with evergreen renewals for one-year terms subsequent to the initial term unless either the executive or the Company provides notification of non-renewal to the other party at least six months in advance of the renewal date. Similar agreements were entered into with Mr. Treece, Ms. Johnson, and Mr. Boyle, upon commencement of employment for each executive, in January 2020, February 2020 and December 2020, respectively. The agreements specify minimum annual base salaries of $525,000 for Mr. McPhaill, $330,000 for Mr. Olague, $380,000 for Mr. Treece, $340,000 for Ms. Johnson, and $390,000 for Mr. Boyle, as well as annual discretionary bonuses of up to 75% of annual base salary for Mr. McPhaill and 50% of annual base salary for the other Named Executive Officers. The agreements also note the basic terms and conditions of other benefits, delineate permitted outside activities, and provide indemnification for the executives for certain circumstances. Each agreement includes noncompetition, non-solicitation and nondisclosure conditions applicable to the executives.

The employment agreements automatically terminate in certain circumstances, including the following: the death or incapacity of the executive; termination of the executive's employment for cause; or, a change in control of Sierra Bancorp. For such automatic terminations, there is no further obligation on the part of the Company to make payments or provide any benefits pursuant to an agreement except in the case of a change in control of the Company. Furthermore, the agreements stipulate that the Company may terminate the employment of the named executive officer with 30 days prior written notice to the executive, and the executive may terminate his agreement and his employment with the Company at any time with 90 days prior written notice to the Company. In the event of a change in control, or if the Company initiates termination of employment for a reason other than one which constitutes an automatic termination, the Company will provide the executive(s) with the payments and benefits that are outlined under "Potential Payments Upon Termination or Change in Control." An executive's receipt of severance benefits of any kind pursuant to his employment agreement is conditioned upon his execution of the full and complete release of any and all claims against Sierra Bancorp and Bank of the Sierra and their respective affiliates, directors, officers, employees, agents, attorneys, insurers, and successors in interest, arising from or in any way related to executive's employment or termination of executive's employment.

Pension Benefits

The table below shows the present value of accumulated benefits payable to each Named Executive Officer with a Salary Continuation Agreement. Detailed information concerning the material provisions of such agreements appears below under "Potential Payments Upon Termination or Change in Control – Salary Continuation and Split Dollar Agreements."

Name	Plan Name	Number of Years Credited Service[1]	Present Value of Accumulated Benefit[2]	Payments During Last Fiscal Year
Kevin J. McPhaill	Salary Continuation Agreement	n/a	$ 309,832	—

1 Benefits due under the salary continuation agreements are set forth in each agreement and are not determined by a formula based on years of service.

2 Represents the cumulative amount accrued with respect to the salary continuation agreements for each of the listed Named Executive Officers as of December 31, 2021. Monthly charges are made to accrue for these post-retirement benefit obligations in a systematic and orderly way using an appropriate discount rate, such that the accrued liability balance at the participant's retirement date will be equal to the then present value of the benefits promised under the salary continuation agreement. During 2021, a 6.17% discount rate was utilized. Any payments made to participants pursuant to the agreements reduce the accrued liability.

401(k) Plan

The Company has a 401(k) Plan which permits all employees to contribute a portion of their annual compensation on a pre-tax basis. To ensure that the 401(k) Plan maintains its qualified status, contributions made by highly compensated employees are limited to the lesser of statutory maximum amounts or approximately 6% of their annual compensation on a pre-tax basis. Annual employer contributions may also be made to the 401(k) Plan at the discretion of the Board of Directors, for distribution to plan participants as a specified percentage of the lesser of their individual contribution or 6% of their annual compensation (subject to IRS limitations). The recipients of employer matching contributions are not vested in those amounts during their first year of employment but vest at the rate of 20% per year thereafter, so that by the end of their sixth year of employment they are fully vested in all employer contributions. Employer matching contributions are included as part of "All Other Compensation" in the Summary Compensation Table. Highly compensated employees are also allowed to defer up to 100% of their annual compensation pursuant to a non-qualified 409A Plan, although no matching employer contributions are made to that plan. The 409A Plan is described below under "Deferred Compensation."

Deferred Compensation

The Company has a 409A Non-Qualified Deferred Compensation Plan (the "409A Plan"), pursuant to which the Named Executive Officers among others may elect to defer all or part of their annual salary and/or bonus. The Company does not make contributions to the plan. The 409A Plan is unfunded for tax purposes and for purposes of ERISA. The Company maintains an account for each 409A Plan participant that includes deferred compensation and any earnings thereon. All amounts in these accounts represent unsecured liabilities of the Company. Each account is credited (or charged) every calendar quarter in an amount equal to the average account balance multiplied by returns (positive or negative) on participant-designated indices. The indices are based on funds available to the investing public, including a money market fund, a bond fund, a real estate fund, and numerous equity and hybrid funds. There are no above-market or preferential earnings on the 409A Plan accounts, and no employer matching credits or performance incentive credits have been added to any account. The Company offsets participant earnings with income from Company-owned life insurance that is invested in the same funds that participant-directed indices are based upon, and with deferred tax assets associated with participant accounts. Deferral amounts are selected by the participant in accordance with applicable legal requirements. Payouts may be either lump sum or paid out over time upon retirement or other termination of employment, at the election of the participant subject to various legal requirements and restrictions.

The following table sets forth information concerning activity under the 409A Plan for the Named Executive Officers as of and for the fiscal year ended December 31, 2021:

Non-Qualified Deferred Compensation

Name	Executive Contributions in Last Fiscal Year[1]	Company Contributions in Last Fiscal Year	Aggregate Earnings in Last Fiscal Year[2]	Aggregate Withdrawals/ (Distributions)	Aggregate Balance at Last Fiscal Year-End[3]
Kevin J. McPhaill	$ —	$ —	$ 33,606	$ —	$ 240,630
Christopher G. Treece	—	—	—	—	—
Michael W. Olague	—	—	94,886	—	2,420,041
Hugh F. Boyle	—	—	—	—	—
Jennifer A. Johnson	—	—	—	—	—

1 These amounts were included for 2021 in the Salary and/or Bonus columns of the Summary Compensation Table in "Summary Executive Compensation Information" above.

2 These amounts were not included in the Summary Compensation Table as none of the earnings on the accounts were above-market or preferential.

3 The balances in these accounts represent a combination of cumulative participant contributions and earnings or losses thereon. All participant contributions were reported in the Summary Compensation Table for the year earned and deferred.

Potential Payments Upon Termination or Change in Control

The following discussion summarizes the compensation and benefits payable to the Named Executive Officers in the event of a termination of employment under various circumstances, assuming that a termination of employment had occurred on December 31, 2021. The benefits which would be triggered in the event of a change in control of the Company's common stock include: (i) acceleration of unvested stock options; (ii) acceleration of vesting of unvested restricted stock grants; (iii) amounts due under employment agreements; and (iv) accelerated vesting and payment of benefits under salary continuation agreements. For the salary continuation benefits to be triggered, the individuals must also either resign or be terminated following the change in control.

If a change in control had occurred on December 31, 2021, any unvested stock options for the Named Executive Officers would have become vested and exercisable and any restricted stock would have become vested. Based on the closing market price of $27.15 per share for the Company's stock on the last business day in 2021, the intrinsic value of in-the-money unvested options and the value of unvested restricted stock as of that date were as follows:

Name	Value of Unvested Restricted Stock as of 12/31/2021	Intrinsic Value of Unvested Stock Options as of 12/31/2021
Kevin J. McPhaill	$ 880,149	$ —
Christopher G. Treece	576,340	640
Michael W. Olague	576,340	—
Hugh F. Boyle	522,936	—
Jennifer A. Johnson	576,340	640

The material terms of employment agreements and salary continuation agreements with the Named Executive Officers, including payments due upon termination or change in control, are described in detail below.

Executive Employment Agreements. As discussed above under "Employment Agreements," the Company has entered into employment agreements with each of its executive officers. In the event of a change in control, the agreements specify that the executive shall receive a cash payment in an amount equal to his annualized base salary that is in effect during the year the termination occurs, plus his maximum bonus potential for the year. The executive shall also receive a continuation of group health, vision and dental insurance coverages, and reimbursement for 50% of the cost of insurance for the executive's dependents, for a period of 12 months from the date of termination. If the Company terminates the executive's employment for a reason other than a change in control, the death or incapacity of the executive, or for cause,

the agreements specify that the executive shall receive a cash payment in an amount equal to the executive's annualized base salary during the year the termination occurs, as well as a continuation of group health, vision and dental insurance coverages and reimbursement for 50% of the cost of insurance for executive's dependents, for a period of 12 months from the date of termination.

Salary Continuation and Split Dollar Agreements. The Company entered into a salary continuation agreement with Mr. McPhaill in January 2007 (amended in April 2015 in conjunction with his promotion to President and Chief Executive Officer), which entitles him to an annual benefit of $150,000 for 15 years subsequent to his retirement at age 65 or later, subject to certain restrictions. No benefits are payable in the event of a voluntary termination prior to his 65th birthday (except in connection with a change in control as discussed below), or termination for cause. In the event of cessation of employment due to disability or termination without cause prior to his designated retirement age, Mr. McPhaill's benefit would be a lump sum payment equal to the amount accrued on the Company's books for such liability as of the end of the month preceding termination of employment. The actual accrual balance at December 31, 2021 is shown in the Pension Benefits table above. This accrual balance is currently expected to reach $1.061million by the end of 2030, but is subject to change depending on the discount rate utilized. Mr. McPhaill's benefit will be fully accrued in May 2037, at which time it will be $1.523 million. Mr. McPhaill's revised salary continuation agreement also provides a lump sum death benefit of $1.523 million in the event of his death prior to retirement from the Company; or, in the event of death after salary continuation benefits have commenced or after he becomes eligible for such benefits to be paid, there will be no lump sum death benefit but his beneficiary will receive, or continue to receive, the same benefits under his salary continuation agreement to which he was entitled at the time of his death. In the event of a change in control of the Company's common stock followed within 12 months by Mr. McPhaill's resignation or termination of his employment for any reason other than death, he would be fully vested in his retirement benefits and would begin to receive such benefits within the month following termination (subject to the requirements of Section 409A of the Internal Revenue Code).

The Company accrues monthly for post-retirement benefit obligations under the salary continuation agreements in a systematic and orderly way using an appropriate discount rate. The Company also purchased single-premium life insurance policies when the salary continuation agreements were originally established, in part to provide tax advantaged income to offset the annual cost of the accruals. These policies name the Company as beneficiary and the proceeds or cash surrender value of the policies will ultimately reimburse the Company for the original investments in the policies, as well as for payments made under the salary continuation agreements. The Company may purchase additional life insurance from time to time such that the aggregate amount is appropriate in relation to the accruals and ultimate obligations under the salary continuation agreements. The amounts expensed in 2021 for the Named Executive Officers for salary continuation arrangements are included as part of "All Other Compensation" in the Summary Compensation Table and were more than offset by income from Company-owned life insurance policies.

Compensation of Directors

All directors received an annual retainer in 2021 of $25,700 plus per-meeting fees for their attendance. The per-meeting fee for attendance in 2021 was $1,300 each for board meetings for both Sierra Bancorp and Bank of the Sierra. In addition, non-employee directors received $600 per meeting for board committees of both Sierra Bancorp and Bank of the Sierra, with the exception of the Audit and Credit Committees. Fees for attendance at Audit and Credit Committee meetings increased in 2021 from $600 per meeting to $1,200 per meeting. The chairs of the Audit Committee and Credit Committee also had their additional chair fee increase from $600 to $1,200 per meeting.

In 2021, the Compensation Committee hired a third-party consultant, Pearl Meyer, to perform a Director Compensation Review. The same peer group as used for the executive compensation study (described above) was used. Upon the completion of the Director Compensation Review, the Compensation Committee approved the annual retainer to be increased by 17% to $30,000. Additional retainers of $20,000, $10,000 and $10,000 will be paid to the Board Chairman, Vice Chairman and Audit Committee Chairman, respectively. In 2022 the Sierra Bancorp board is scheduled to meet six times, the Bank of the Sierra board twelve times, the Audit Committee eight times, the Risk Committee seven times, the Finance and Sustainability Committee four times, the Compensation Committee twice, the Nominating and Governance Committee once, and the Credit Committee twelve times. The Compensation Committee approved per meeting fees of the following: $1,000 per meeting for board meetings (both Sierra Bancorp and Bank of the Sierra) and

$800 per committee meeting. The Board Chairperson will receive an additional $500 per board meeting fee and Committee Chairpersons will receive an additional $400 per committee meeting fee. In addition, a $30,000 grant of time-based restricted stock with a one-year vesting period was provided to each director.

The Company instituted a Director Retirement Plan on October 1, 2002 and entered into associated agreements with its non-employee directors at that time. A supplemental plan for independent directors was adopted effective January 1, 2007. Current directors who qualify as plan participants are directors Tharp, Berra and Woods. The plans provide a combined annual benefit of $50,000 to each participant for a period of 10 years, commencing at retirement, disability, or a "change in control." In the event of death prior to any of those events, the plans provide a combined death benefit of $393,220, which is equal to the Company's accrued liability for each plan participant. In case of death after the commencement of any benefit payments made pursuant to retirement disability, or a change in control, the death benefit is bifurcated according to the different terms of the 2002 and 2007 agreements. The earlier agreements provide for the payment of a lump sum benefit equal to the present value of the remaining payments under those agreements, discounted at 8%, while the latter agreements stipulate that the normal benefit due under those agreements will continue to be paid. The Company's liability for potential payments under the director retirement agreements is fully accrued, and directors with retirement agreements are completely vested and eligible for their full benefits under those agreements. In October 2002, the Company entered into a salary continuation agreement with Mr. Holly that was fully vested as of his retirement as the Company's CEO on March 31, 2015.

The Company also purchased single-premium life insurance policies covering most of the non-employee directors when the Director Retirement Plan was first implemented, in part to provide tax-advantaged income to offset the annual cost of the expense accruals. Those policies name the Company as beneficiary and the proceeds or cash surrender value of the policies will ultimately reimburse the Company for its original investment in the policies, as well as for certain payments made under the retirement agreements. The Company may purchase additional life insurance from time to time such that the aggregate amount is appropriate in relation to the accruals and ultimate obligations under the retirement agreements.

The table below summarizes the compensation paid to non-employee directors for the year ended December 31, 2021. Compensation paid to Mr. McPhaill, the only director who is also a Named Executive Officer, is set forth above in the various sections concerning compensation paid to Named Executive Officers.

Director Summary Compensation Table

Name	Fees Earned or Paid in Cash	Restricted Stock Awards[1]	Option Awards[2]	Changes in Pension Value[3]	All Other Compensation[4]	Total
Albert L. Berra	$ 82,100	$ 29,985	$ —	$ —	$ 13,846	$ 125,931
Vonn R. Christenson	52,100	29,985	—	—	—	82,085
Laurence S. Dutto	45,500	29,985	—	—	—	75,485
James C. Holly	90,850	29,985	—	—	—	120,835
Lynda B. Scearcy	76,100	29,985	—	—	—	106,085
Morris A. Tharp	79,210	29,985	—	—	8,976	118,171
Gordon T. Woods	73,700	29,985	—	—	13,320	117,005
Susan M. Abundis	57,500	59,965	—	—	—	117,465
Julie Castle	55,100	59,965	—	—	—	115,065

1 Represents the aggregate grant date fair value of restricted stock granted in 2021, computed pursuant to FASB accounting standards on equity-based compensation. Each independent director was the recipient of a 1,104 share restricted stock grant, made at a grant date value of $27.16 on November 19, 2021. Each award vests on the one-year anniversary of the grant, November 19, 2022. In addition to the restricted stock awards made on November 19, 2021, on March 1, 2021, Ms. Abundis and Ms. Castle were each granted 1,185 shares of restricted stock following their appointment to the Board on December 17, 2020. The 1,185 shares grants to Ms. Abundis and Ms. Castle had a grant date value of $25.30 and are scheduled to vest in-whole on May 15, 2022.

2 No option awards were granted in 2021. As of December 31, 2021, each non-employee director held stock options covering the following numbers of shares, all options were vested as of December 31, 2021: directors, Berra, Holly,

Scearcy and Tharp 35,000 shares each; Woods: 30,000 shares; Christenson and Dutto: 20,000 shares each. During 2021, the following non-employee directors exercised stock options covering the specified numbers of shares of common stock: directors Holly and Scearcy: 5,000 shares each. Values recognized upon exercise were $70,521 and $69,400 for directors Holly and Scearcy respectively. "Value upon exercise" represents the excess of the aggregate fair market value over the aggregate exercise price of the shares at the time of exercise. Information concerning stock options granted to and held by Mr. McPhaill, who is also a Named Executive Officer, is set forth above under "Grants of Plan-Based Awards" and "Outstanding Equity Awards at Fiscal Year-End."

3 There were no retirement plan accruals or above market or preferential earnings on non-qualified deferred compensation accounts in 2021.

4 Consists entirely of cash bonuses to reimburse the applicable individuals for the imputed value and tax costs associated with their split dollar life insurance benefits.

CEO Pay Ratio Disclosure

This section is provided to satisfy the provisions of the SEC's pay ratio disclosure rule (Item 402(u) of Reg S-K), which requires the disclosure of the ratio of the total annual compensation of the Company's CEO to the median of the total annual compensation of all other employees of the Company. To determine the median employee of the Company based on total compensation, we utilized a list of all active employees of the Company at December 31, 2021 excluding the CEO. The compensation calculated for each of those employees includes wages paid during 2021 and, if applicable, incentive compensation, the grant date fair value of stock options and restricted stock, employer contributions to the employee's 401(k) plan, and the value of any other compensation or perquisites not generally available to all employees, if material. Base wages were annualized for employees who had not been with the Company for the full year. Based on our analysis of this data, total compensation for the Company's median employee was $45,347 for 2021. As disclosed in "EXECUTIVE OFFICER AND DIRECTOR COMPENSATION – Summary Executive Compensation Information," the total annual compensation for our CEO was $1,297,509 in 2021. Total compensation for our CEO was thus determined to be 28.6 times that of our median employee.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Management knows of no person who owned beneficially more than 5% of the Company's outstanding common stock as of March 31, 2022, except for the persons listed in the table below. Information concerning the stock ownership of the Company's executive officers, directors and nominees for director is set forth above under "ELECTION OF DIRECTORS." The following table furnishes information regarding the known holders of more than 5% of the Company's outstanding common stock:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class[1]
Common Stock	BlackRock, Inc. 55 East 52nd Street New York, New York 10055	1,263,929 [2]	8.20 %
Common Stock	Dimensional Fund Advisors, L.P. 6300 Bee Cave Road Building One Austin, Texas 78746	1,057,900 [3]	6.90 %

1 The denominator used to calculate these percentages is the number of shares issued and outstanding as of March 31, 2022. However, the numerator is the number of shares reported in SEC filings as of December 31, 2021.

2 Represents shares reported on a Schedule 13G as of December 31, 2021 filed with the SEC by BlackRock, Inc. BlackRock, Inc. has sole voting power with respect to 1,182,123 of such shares and sole dispositive power with respect to all 1,263,929 shares.

3 Represents shares reported on a Schedule 13G as of December 31, 2021 filed with the SEC by Dimensional Fund Advisors, L.P. ("Dimensional"). Dimensional has sole voting power with respect to 1,032,270 of such shares and sole dispositive power with respect to all 1,057,900 shares. Dimensional furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts

and accounts, collectively referred to as the "Funds"). All securities reported in the table are owned by the Funds, and Dimensional disclaims beneficial ownership of such securities.

DELINQUENT SECTION 16(a) REPORTS

There were three late filings of reports required under Section 16(a) of the Exchange Act by directors, officers, beneficial owners of more than ten percent of Company's common stock during 2021. Two of the late Form 4s were the result of Ms. Dabney inadvertently electing to have dividends on BSRR stock reinvested into BSRR stock through her brokerage account. Approximately 10 and 11 shares were automatically purchased through a broker dividend reinvestment program on August 12th and November 11th, 2021, and due to the inadvertent nature of the election were not discovered until March 2022. The Form 4 related to the purchase of shares as a result of the dividend reinvestment election was filed on March 17, 2022.

RELATED PARTY TRANSACTIONS

Some of our executive officers and directors and the companies with which they are associated have been customers of, and have had banking transactions with, Bank of the Sierra (the "Bank") in the ordinary course of the Bank's business since January 1, 2021, and the Bank expects to continue to have such banking transactions in the future. All loans and commitments to lend included in such transactions were made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Bank, and in the opinion of the Board of Directors, did not involve more than the normal risk of repayment or present any other unfavorable features.

In addition, a company with which Michele Gil, one of our director nominees, has been associated and partly owns received payments from the Company in the ordinary course of the Bank's business since January 1, 2021. These payments were related to executive recruiting activities and amounted to $227,600 during 2021. Ms. Gil's approximate interest in these payments is estimated to be $113,800 based solely on her percentage of ownership. The engagement of this company for search services predated Ms. Gil being considered a potential nominee for director.

PROPOSAL 2

APPROVAL OF AN AMENDMENT TO THE COMPANY'S BYLAWS

General

Our Board of Directors has approved an amendment to the Company's Bylaws that would change the range of the size of the Board of Directors from six (6) to eleven (11) directors to seven (7) to thirteen (13) directors (the "Bylaw Amendment"). The change would be made to section 3.2 of the bylaws. Effective as of the Meeting, the size of the Board will be set at 12 directors. The Amendment was approved by the Board of Directors to, among other things, provide room for expansion.

The Company is headquartered in the state of California. In 2018, California enacted Senate Bill 826, which added section 301.3 to the Corporations Code ("Section 301.3"). With the addition of Section 301.3 California became the first state in the nation to enact a law requiring publicly-held companies based in California to have a minimum of one woman on their board of directors by the end of 2019 and three women on their board of directors (for companies with six or more directors) by December 31, 2021. The Company was in full compliance with Section 301.3 at December 31, 2021.

In September 2020, California Assembly Bill 979, which added section 301.4 to the Corporations Code Section 301.4 ("Section 301.4") was also passed and signed into law. Section 301.4 requires publicly traded corporations with

their principal executive office in California to have at least three directors (for boards of 9 or more) from an under-represented community by December 31, 2022.

As of March 2022, the number of members of the Company's Board is currently fixed at ten (10). The Board, after due consideration, found it in the best interests of the Company and its shareholders to expand the size of its Board to accommodate additional nominees, in order to comply with Section 301.4, to the slate of directors. In anticipation of shareholder approval of the Amendment, the Board nominated Mrs. Gil and Ms. Karim to serve as new directors of he Company, and adopted resolutions that will fix the exact number of authorized directors at twelve (12) to be effective as of the approval of Amendment at the 2022 Annual Meeting of Shareholders.

By the Amendment, Article III, Section 3.2 of the Bylaws of the Company, Number and Qualifications of Directors, will be amended in its entirety to read as follows:

> 3.2 Number of Directors. The authorized number of Directors shall be not fewer that seven (7) nor more than thirteen (13) unless changed by amendment of the Articles or by a Bylaw duly adopted by approval of the outstanding shares. The exact number of directors shall be fixed, within the limits specified, by amendment of the next sentence duly adopted either by the Board or the shareholders, or by a resolution duly adopted by either the Board of Directors or the shareholders. The exact number of directors shall be twelve (12) until changed as provided in this Section 3.2.

Board of Directors' Recommendation and Required Vote

The affirmative vote of a majority of the votes cast at the meeting, at which a quorum is present, either in person or by proxy, is required to approve this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have no effect on the vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have the authority to vote your shares. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum, but will not have any effect on the outcome of the proposal.

For the reasons set forth above, the Board believes that the amendment of the Company's bylaws to allow for the expansion of the Board size to seven (7) to thirteen (13) from its current range of six (6) to eleven (11) is in the best interest of the Company and its shareholders.

Your Board of Directors unanimously recommends that the shareholders vote "FOR" Proposal 2, the amendment of the Company's Bylaws to allow for expansion of the Board size.

PROPOSAL 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

The Audit Committee has appointed Eide Bailly LLP ("Eide Bailly") as the independent auditors for the Company for the fiscal year ending December 31, 2022. Eide Bailly audited the Company's financial statements for the fiscal years ended December 31, 2021 and December 31, 2020. Although not required to do so, the Board of Directors has chosen to submit this proposal to the vote of the shareholders in order to ratify the Audit Committee's appointment of Eide Bailly. It is the intention of the persons named in the Proxy to vote such Proxy "**FOR**" the ratification of this appointment. If the Company's shareholders do not ratify the selection, the Audit Committee will reconsider whether to retain Eide Bailly, but may still retain them. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

Representatives of Eide Bailly are expected to attend the Meeting. They will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

Fees

The aggregate fees billed by Eide Bailly for the fiscal years ended December 31, 2021 and 2020, were as follows:

	2021	2020
Audit fees	$ 417,000	$ 375,000
Audit related fees[1]	—	16,500
Tax fees[2]	—	44,300
All other fees	—	—
Total	$ 417,000	$ 435,800

1 For 2020, the entire amount is for audit of the employee benefit plan.

2 Tax services included preparation of tax returns and tax payment planning services, as well as fees related to other tax advice, tax consulting and planning.

None of the fees paid to Eide Bailly during 2021 and 2020 were paid under the de minimis safe harbor exception from Audit Committee pre-approval requirements. The Audit Committee has concluded that the provision of the non-audit services listed above is compatible with maintaining Eide Bailly's independence.

Board of Directors' Recommendation and Required Vote

The proposal will be ratified if the votes cast favoring the appointment exceed the votes cast opposing it.

Your Board of Directors unanimously recommends a vote "FOR" Proposal 3.

PROPOSAL 4

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to the compensation disclosure rules of the SEC, the Board of Directors is submitting for shareholder approval, on an advisory basis, the compensation paid to the Company's named executive officers as described in the Compensation Discussion and Analysis and the tabular disclosure regarding executive compensation (together with the accompanying narrative disclosure) above. As previously disclosed by the Company, the Board of Directors has determined, and the shareholders have agreed, that it will hold an advisory vote on executive compensation on an annual basis.

This proposal, commonly known as a "say-on-pay" proposal, gives the Company's shareholders the opportunity to endorse or not endorse the Company's executive pay program and policies, and to express their views on the compensation of our Named Executive Officers as disclosed herein. This vote shall not be binding on the Board of Directors or the Compensation Committee and will not be construed as overruling a decision by, nor create or imply any additional fiduciary duty by, the Board or the Compensation Committee. Furthermore, because this non-binding advisory vote relates primarily to compensation that has already been paid or contractually committed for the Company's named executive officers, there is generally no opportunity for the Board to revisit those decisions. However, the Compensation Committee intends to take into account the outcome of the vote when considering future executive compensation arrangements.

Board of Directors' Recommendation and Required Vote

The Board of Directors and the Compensation Committee believe that the Company's compensation practices and procedures are (i) designed to accomplish the objectives stated in the Company's compensation philosophy;

(ii) competitive, reasonable and effective; and (iii) appropriately aligned with the long-term success of the Company and the interests of its shareholders.

This proposal will be approved if the votes cast in favor exceed the votes cast against it.

Your Board of Directors unanimously recommends a vote "FOR" approval of the compensation of our Named Executive Officers as disclosed in this proxy statement pursuant to the disclosure rules of the SEC.

PROPOSALS OF SHAREHOLDERS

Under certain circumstances, shareholders are entitled to present proposals at shareholder meetings. Any such proposal concerning our 2023 Annual Meeting of Shareholders must be submitted by a shareholder prior to December 14, 2022, in order to qualify for inclusion in the proxy statement relating to such meeting. The submission by a shareholder of a proposal does not guarantee that it will be included in the proxy statement. Shareholder proposals are subject to certain regulations and requirements under federal securities laws.

The persons named as proxies for the 2023 Annual Meeting of Shareholders will have discretionary authority to vote on any shareholder proposal which is not included in our proxy materials for the meeting, unless we receive notice of the proposal by March 1, 2023. If we receive proper notice by that date, the proxy holders will not have discretionary voting authority except as provided in federal regulations governing shareholder proposals.

OTHER MATTERS

Management does not know of any matters to be presented to the Meeting other than those set forth above. However, if other matters properly come before the Meeting, it is the intention of the proxy holders to vote said Proxy in accordance with the recommendations of your Board of Directors, and authority to do so is included in the Proxy.

DATED: April 15, 2022

SIERRA BANCORP

Kevin J. McPhaill
President and Chief Executive Officer

A COPY OF THE COMPANY'S 2021 ANNUAL REPORT ON FORM 10-K INCLUDING FINANCIAL STATEMENTS (BUT WITHOUT EXHIBITS) FILED WITH THE SEC IS INCLUDED AS PART OF THE COMPANY'S ANNUAL REPORT TO SHAREHOLDERS WHICH IS BEING PROVIDED TO SHAREHOLDERS TOGETHER WITH THIS PROXY STATEMENT. IF A SHAREHOLDER DESIRES COPIES OF THE EXHIBITS TO THE REPORT, THEY WILL BE PROVIDED UPON PAYMENT BY THE SHAREHOLDER OF THE COST OF FURNISHING THE EXHIBITS TOGETHER WITH A WRITTEN REQUEST TO CHRISTOPHER G. TREECE, EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER, AT 86 NORTH MAIN STREET, PORTERVILLE, CALIFORNIA 93257.

SIERRA BANCORP
86 NORTH MAIN STREET
PORTERVILLE, CA 93257

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

1 OF 1 1 2

SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

NAME	CONTROL # → 0000000000000000
THE COMPANY NAME INC. - COMMON	SHARES 123,456,789,012.12345
THE COMPANY NAME INC. - CLASS A	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS B	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS C	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS D	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS E	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS F	123,456,789,012.12345
THE COMPANY NAME INC. - 401 K	123,456,789,012.12345

PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: ☒

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

02 0000000000

The Board of Directors recommends you vote FOR the following:

1. To elect the following six (6) persons listed below as Class I and Ermina Karim as a Class II director to serve until their successors are elected and qualified:

Nominees	For	Against	Abstain
1a. James C. Holly	☐	☐	☐
1b. Kevin J. McPhaill	☐	☐	☐
1c. Susan M. Abundis	☐	☐	☐
1d. Morris A. Tharp	☐	☐	☐
1e. Lynda B. Scearcy	☐	☐	☐
1f. Michele M. Gil	☐	☐	☐
1g. Ermina Karim	☐	☐	☐

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.

	For	Against	Abstain
2. To approve an amendment to the Company's Bylaws changing the allowable range of members of the Board to seven (7) to thirteen (13) from its current range of six (6) to eleven (11).	☐	☐	☐
3. Ratification of the appointment of Eide Bailly LLP as the independent registered public accounting firm.	☐	☐	☐
4. To approve, on an advisory and non-binding basis, the compensation paid to the Company's Named Executive Officers.	☐	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

JOB #

Signature (Joint Owners) Date

SHARES
CUSIP #
SEQUENCE #

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement, Annual Report and Form 10-K are available at www.proxyvote.com

SIERRA BANCORP
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
ANNUAL MEETING OF SHAREHOLDERS
MAY 25, 2022

The shareholder(s) hereby appoint(s) Morris A. Tharp, James C. Holly, and Kevin McPhaill, or each of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Sierra Bancorp that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at the Main Office of Bank of the Sierra, 90 North Main Street, Porterville, California 93257, at 7:30 p.m. on Wednesday, May 25, 2022, and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE SHAREHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS, FOR PROPOSALS 2, 3 AND 4.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE

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Continued and to be signed on reverse side