River City Bank

Code of Business and Ethical Conduct

I. INTRODUCTION

A. Policy Statement

It is the policy of River City Bank (collectively with any of its subsidiaries, the "***Bank***" or "***we***") to conduct our business in accordance with the highest ethical standards of the financial industry and to comply with all applicable laws and regulations. The Bank similarly expects our directors, officers, and employees to exercise good judgment and maintain high ethical standards, and to refrain from any illegal, dishonest, or unethical conduct. This Code of Business and Ethical Conduct (the "***Code of Conduct***") sets out our values and ethical standards. Each of our directors, officers, and employees is expected to become familiar with the policies and standards set forth in, and to comply fully with not only the letter but also the spirit of this Code of Conduct.

This Code of Conduct provides a framework for ethical decision-making and complements our other policies and procedures, including our Employee Handbook, Related Party Transactions Policy, and Insider Trading Policy. Together, these documents guide how we conduct business at River City Bank

B. Administration

The Compensation and Governance Committee of the Board of Directors (the "***Compensation and Governance Committee***") is responsible for establishing and administering the policies and standards contained in this Code of Conduct. The Compensation and Governance Committee also will periodically review and update these policies and standards as it deems appropriate to reflect changes in applicable law or government regulations, in the legal and regulatory framework in which our business operates, or in prevailing ethical standards in the communities in which we conduct our business.

In addition, the Bank's Chairman and Chief Executive Officer are responsible for fostering a culture of integrity and ethical conduct throughout the Bank and for ensuring compliance with this Code of Conduct.

C. Getting Assistance and Answers to Your Questions; Reporting Violations

When You Have Questions

We recognize that no set of policies or guidelines can or should be considered as the absolute last word under all circumstances because, among other things, rapid changes in business and in the laws governing our operations are likely to pose new ethical and legal issues not specifically addressed at this time by this Code of Conduct. Additionally, it is not always easy to determine whether a specific set of circumstances falls within or would constitute a violation of any of the policies or standards of conduct contained in this Code of Conduct.

Therefore, if you find yourself in a situation in which you are uncertain as to the conduct expected of you by this Code of Conduct or whether this Code of Conduct is applicable to any particular set of facts or circumstances, we encourage you to communicate with any of the following persons to whom you feel most comfortable addressing your concerns or questions:

- Your Immediate Supervisor or Department Manager
- The Human Resources Director
- The Chief Operating Officer
- The Chief Executive Officer
- The Chairman of the Audit Committee

When You Become Aware of a Violation

If you become aware of any existing or potential violation of laws, rules, regulations, or this Code of Conduct, you are required to report it promptly. Failure to report a known violation is a violation of this Code of Conduct.

How to Report:

- Notify the Chief Operating Officer or Human Resource Director,
- Use the Ethics Reporting Hotline (anonymous reporting available):
    - Online: rivercitybank.ethicspoint.com (accessible from the Bank's intranet or directly via the internet)
    - Phone: 1-833-718-4750 (toll-free)

Protection Against Retaliation

The Bank prohibits retaliation against anyone who reports a concern in good faith. Reports may be made anonymously through the methods listed above.

Investigation of Reports

All reports of potential violations will be investigated promptly and handled confidentially to the extent possible. The Bank is committed to taking appropriate action in response to any confirmed violations.

II. COMPLIANCE WITH LAWS AND REGULATIONS

Compliance with all applicable federal, state, and local laws and regulations is a fundamental requirement of employment at River City Bank. All directors, officers, and employees must conduct Bank business in full compliance with applicable legal and regulatory requirements.

If you are uncertain about the laws or regulations that are applicable to you or whether a particular law or regulation is applicable to a particular set of facts or circumstances that you are facing, you should talk to your immediate supervisor or the officer in charge of your department for assistance. If they cannot answer your questions, they will arrange for additional support.

Each of our directors, officers, and employees shall promptly report any information they may have or learn about concerning evidence of any material violation of any laws, rules, or regulations applicable to the Bank and the operation of its business, using the procedures described in the "Getting Assistance and Reporting Concerns" section. Some of the laws, rules, and regulations encountered in our business are discussed below.

A. Federal Deposit Insurance Act

The Federal Deposit Insurance Act prohibits individuals who have been convicted of or pleaded guilty to certain crimes involving dishonesty or a breach of trust from working for the Bank unless the individual has received a waiver from the Federal Deposit Insurance Corporation. Any applicant, director, officer, or employee who has been convicted or has pleaded guilty to a crime involving dishonesty or a breach of trust must disclose such conviction or plea to Bank management. The Bank will determine whether FDIC consent is required based on the nature and timing of the offense. Failure to do so in a timely manner may result in corrective action, up to and including termination.

B. Privacy Laws

Both the U.S. Government and the State of California have adopted consumer privacy laws that, among other things, place strict limits on the sharing of nonpublic personal information obtained by a bank or other financial institution from its clients, customers, and employees. Our Privacy Policy addresses those laws. All employees with access to nonpublic personal information must comply with the Privacy Policy and use such information only for legitimate business purposes. Any actual or suspected unauthorized access or data breach must be reported immediately to the Information Security Officer.

C. Securities Laws

General Requirements

The United States securities laws require public reporting companies to disclose complete and accurate financial and other business information regularly, so that our shareholders and investors will be able to make informed decisions about whether to purchase, sell, or hold our shares. To meet the requirements of these laws, it is necessary that the financial statements and other business information that we disclose to the public be complete and not misleading in any material respect. As a result, it is our policy that all Bank financial and other business records accurately reflect the transactions they purport to record.

This policy requires that:

- No undisclosed or unrecorded fund or assets of the Bank shall be established for any purpose.
- No false or misleading entries shall be made in the books or records of the Bank for any reason, and no director, officer, or employee shall assist in any arrangement or scheme that results in any false or misleading entry.
- No payment or expenditure by or on behalf of the Bank shall be approved without adequate supporting documentation and compliance with internal policies that may require prior approval from a supervisor or officer before the payment or expenditure is made.

- No payment or expenditure shall be made with the intention or understanding that any part of the payment or expenditure is to be used, either directly or indirectly, for any purpose other than the purpose expressly described by or in the supporting documentation.

- No agreement or commitment (whether written or oral) shall be made that would entitle any client or customer to any discounts or other terms of service that are not consistent with established Bank policies, unless that agreement or commitment has been approved by an officer of the Bank and a confirmation in writing of that agreement or commitment is placed in the Bank's records.

Reporting Financial Concerns

If you become aware of any issues concerning financial reporting, accounting, auditing, unrecorded funds or assets, or any of the prohibited practices described above, you must report them immediately using the procedures described in the "Getting Assistance and Reporting Concerns" section of this Code of Conduct.

Additional Responsibilities for Senior Financial Officers

Each Senior Financial Officer is responsible for full, fair, accurate, and timely disclosure in the reports and documents which the Bank files with, or submits to, the FDIC pursuant to the Securities Exchange Act of 1934, as amended, and the rules, regulations and policies of the Securities Exchange Commission adopted by the FDIC (the "***SEC filings***"), reports and documents filed or submitted by the Bank to any banking or other regulatory agencies ("***Regulatory Reports***") and in other public communications made by the Bank. Each Senior Financial Officer must promptly bring to the attention of the Audit Committee any material information of which they may become aware that is likely to materially affect the timing, accuracy, or completeness of disclosures made by the Bank in its SEC filings, its Regulatory Reports, or other public communications.

Each Senior Financial Officer shall promptly bring to the attention of the Audit Committee any information they may possess or of which they may become aware concerning (i) significant deficiencies in the design or operation of internal controls which could adversely affect the Bank's ability to record, process, summarize and report financial data, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Bank's financial reporting, disclosures, or internal controls.

D. Anti-Bribery Laws

We expect you and all our business partners to comply with all applicable anti-bribery and anti-corruption laws. In general, you may not give, promise, or offer anything of value to any customer, government employee, or any other person to influence a decision, secure an advantage, avoid a disadvantage, or obtain or retain business.

The Bank Bribery Act prohibits any officer, employee, director, agent, or attorney of the Bank from (i) soliciting for themselves or a third party (other than the Bank itself) anything of value from anyone in return for any business, service, or confidential information of the Bank and (ii) accepting anything of value (other than bona fide salary, wages and fees) from anyone in connection with the business of the Bank, either before or after a transaction is discussed or consummated.

E. Cooperation with Government Agencies

It is our policy to cooperate with any reasonable request of federal, state, and local government investigators or agencies seeking information concerning the Bank or our operations for investigative or enforcement purposes. At the same time, our directors, officers, and employees are entitled to the safeguards provided by law, including the right to representation by counsel.

If any representative of any government agency requests an interview, or seeks data, copies of documents, or access to Bank files or records (including those maintained by you as part of your responsibilities), you should immediately refer that individual to the Chief Operating Officer, or the Chief Executive Officer. Do not provide information or documents until authorized to do so.

It is critical that you never destroy, alter, conceal, or fail to preserve any documents or information that may be relevant to a government inquiry or investigation.

III. INSIDER TRADING

Federal and state securities laws prohibit trading in company securities while in possession of material nonpublic information, as well as disclosing such information to others who may trade. Material nonpublic information includes any information that could reasonably affect investment decisions or the price of company securities, such as financial results, mergers or acquisitions, major contracts, regulatory actions, or significant changes in business operations. All employees designated as "Insiders" under the Bank's Insider Trading Policy, as well as their family members and controlled entities, are prohibited from trading in Bank securities when aware of material nonpublic information and must obtain pre-clearance from the Compliance Officer before executing any trades. Violations of insider trading laws can result in severe civil and criminal penalties, including significant fines and imprisonment, as well as termination of employment. Each individual is responsible for ensuring their own compliance with these requirements.

For complete details on prohibited activities, trading procedures, blackout periods, and the list of positions subject to this policy, please refer to the Bank's Insider Trading Policy or contact the Compliance Officer.

IV. ADDITIONAL STANDARDS OF BUSINESS CONDUCT

A. Duties Owed to the Bank

Honesty, Diligence, and Ethical Conduct. All directors, officers, and employees must exercise honesty, objectivity, and diligence and act ethically in the performance of their duties and responsibilities as directors, officers, and employees of the Bank. You must conduct yourself ethically and in a manner that upholds the Bank's reputation for integrity and fair dealing. You must not knowingly engage in conduct that would discredit the Bank's reputation.

Duty of Loyalty. You must be loyal to the Bank in all matters pertaining to the Bank and our business. This means that you should always place the Bank’s interests ahead of your own personal business and financial interests, the interests of your family members, and the interests of any other person or business entity. However, at the same time, loyalty does not mean blind loyalty, and no one should engage in, or knowingly be a party to, any fraud or other illegal or improper activity by any other director, officer, or employee, even if they are told or believe that the conduct is intended to benefit the Bank.

For these purposes, the term "***fraud***" includes, but is not limited to:

- embezzlement, misappropriation, and the taking of property through deceit or artifice;
- any dishonest act, forgery, or alteration of negotiable instruments such as Bank checks and drafts;
- the misappropriation of Bank or client or customer assets, including trade secrets or confidential information belonging to the Bank or to any of its clients or customers or others with which we do business;
- the conversion to personal use of cash, securities, supplies, or any other Bank assets;
- unauthorized handling or reporting of Bank transactions; and
- falsification of Bank records or financial statements for personal or any other reasons.

The above list is not all-inclusive but is intended to be representative of situations involving fraud or illegal conduct.

Fair Dealing. You should always endeavor to deal fairly with customers, suppliers, competitors, and one another, in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, the misuse of confidential information, misrepresentation of material facts, or any other unfair business practice. Our objective is to compete in the marketplace through superior service and competitive pricing.

B. Conflicts of Interest

Our success depends on each director, officer, and employee devoting their full and undivided dedication and efforts to our business. As a result, every director, officer, and employee must avoid conflicts of interest, and even the appearance of conflicts of interest, in the performance of their job. Generally, a conflict of interest arises when a director's, officer's, or employee's private interests, or those of any of their family members, interfere or conflict in any way -- or even appear to interfere or conflict -- with the interests of the Bank. A conflict of interest may also arise when a director, officer, or employee, or a member of their family, receives or seeks any personal benefits, from clients or customers or suppliers, or others doing or seeking to do business with the Bank, as a result of the actual or perceived ability of the director, officer, or employee to use their position with the Bank to take actions that will benefit the client, customer, supplier, or others doing or seeking to do business with the Bank.

Examples of conflicts of interest include, but are not limited to, the following:

- Working in any capacity for making or having any investment in a competitor, customer, or supplier while still employed by the Bank (except for routine investments in publicly traded companies and any investments that are pre-approved by the Board of Directors or Audit Committee).

- Seeking to take advantage of business opportunities that may be of interest or value to the Bank due to the nature or scope of our business.

- Competing, directly, or assisting others to compete with the Bank for clients or customers or offering services or banking or other financial products that the Bank offers to its clients or customers.

- Having a direct or indirect personal financial interest in a transaction in which the Bank is involved or has a financial interest.

- Receiving a loan or a guarantee of an obligation from a supplier or client of, or from anyone else doing business or seeking to do business with, the Bank.

- Accepting gifts of more than nominal value from a competitor, client, customer, or supplier.

Conflicts of interest are prohibited as a matter of Bank policy (except in any case in which the Board of Directors or Audit Committee affirmatively waives the conflict or determines that no conflict, in fact, exists). Accordingly, if your duties for the Bank require your involvement, on behalf of the Bank, in any activity or transaction in which you, or any family member, has a direct or indirect personal or financial interest, or may appear to have such an interest, you must refrain from further involvement in that activity or transaction until you receive further guidance from the Audit Committee as to the appropriate course of action.

C. Gifts and Business Entertainment

Federal law prohibits Bank personnel from giving, seeking, or accepting anything of value in connection with Bank business, except for customary business hospitality and gifts of nominal value. Directors, officers, and employees may not solicit gifts from customers, vendors, or others doing business with the Bank, may not accept fees or compensation for providing services to Bank clients or customers, and may not permit family members to accept gifts or inducements from those doing or seeking to do business with the Bank.

The Employee Handbook contains the Bank's Gift Policy, which provides detailed guidance on acceptable meals, gifts, and entertainment. When in doubt about whether something is permissible, consult with an Officer of the Bank before accepting or offering it.

D. Corporate Records Management

It is essential that every director, officer, and employee practice excellent record management techniques by keeping only those business records and documents, including emails, that are necessary and appropriate to our business and routinely discarding those records and documents that are no longer needed. Old and unnecessary records and documents are expensive to keep, and make it more difficult to find what is useful for current work. You should be aware of our record retention policies and procedures and adhere to them in all aspects of your daily work. If you have any questions regarding our record retention policy or procedures, you should consult your supervisor or the officer in charge of your department. You should:

- retain in your offices only those records that you need for ongoing or pending projects or for other *essential* business reasons;

- remember that a record can consist of text, graphics, or photographic images and is *media-independent*. As a result, directors, officers, and employees should apply the same standards to electronic records, such as emails and text messages, as they do to those in hard-copy form;

- remember that employment and personnel records require longer retention periods than most other document types due to legal and regulatory requirements. Consult HR before destroying any employment or personnel records to ensure compliance;

- if you learn or are informed of the initiation of any internal Bank or any governmental investigation or any legal or government proceeding involving the Bank or any aspect of its business, you may *not* destroy or discard any documents or records that may be relevant to that investigation or proceeding, *even if doing so would otherwise be in accordance with the Bank's routine record retention policies or procedures*.

E. Protection and Proper Use of Bank Assets

All directors, officers, and employees should protect the Bank's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Bank's profitability and are prohibited. All Bank assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect Bank assets includes the Bank's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records, and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

Bank computers, email systems, internet access, and mobile devices are provided for business purposes. While limited personal use may be permitted, employees should have no expectation of privacy when using Bank systems. The Bank reserves the right to monitor and review use of its systems at any time.

F. Corporate Opportunities

All directors, officers, and employees owe a duty to the Bank to advance its interests when the opportunity arises. Directors, officers, and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Bank assets, property, information, or position. Directors, officers, and employees may not use Bank assets, property, information, or their positions for personal gain (including the gain of friends or family members). In addition, no director, officer, or employee may compete with the Bank.

G. Accounting Practices

All directors, officers, and employees are expected to observe and comply with generally accepted accounting principles, the system of internal controls, and the disclosure controls and procedures established by the Bank, requiring that corporate books and records accurately and fairly reflect, in reasonable detail, the financial condition and results of operations of the Bank. Bank policies are intended to promote full, fair, accurate, timely, and understandable disclosure in SEC filings, Regulatory Reports, and in the Bank's public statements. In furtherance of these requirements, employees must practice the following:

- No false, misleading, or artificial entries shall be made on Bank books, records, and reports for any reason.
- No undisclosed or unrecorded corporate funds or assets shall be established for any purpose.
- No payments from Bank funds or other assets shall be approved or be made with the intention or understanding that any part of such payment will be used for any purpose other than that described by the documents supporting the payment. All payments must be supported with appropriately approved purchase orders, invoices, or receipts, expense reports, or other customary documents, all in accordance with established policy.

V. INVESTIGATIONS AND WAIVERS UNDER THE CODE OF CONDUCT

A. Investigations

A designated Officer will investigate any complaints and will report the findings to the Compensation and Governance Committee and/or the Audit Committee. The Compensation and Governance Committee and/or Audit Committee shall have the authority to determine or designate appropriate Bank personnel to determine appropriate remedial or corrective actions to be taken in the event of any violation of this Code of Conduct. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Conduct, and may include written notices to the director, officer, or employee involved that the Compensation and Governance Committee and/or Audit Committee has determined that there has been a violation, or a demotion, re-assignment, or suspension of such person's employment, with or without pay, or a termination of their employment. In cases of complaints unrelated to accounting, accounting controls, or auditing matters, management shall have the authority to direct any corrective action deemed appropriate, up to and including the dismissal of any employee found to have engaged in wrongdoing. The Audit Committee will promptly investigate any reports it receives of concerns or complaints regarding accounting, accounting controls, or auditing matters. The Audit Committee will review the outcome of any such investigations and record the results in the minutes of its meetings.

B. Waivers of the Code of Conduct

Any waivers or exceptions to the Code may be made only by the Board or a designated Board committee and will be promptly disclosed to our shareholders in accordance with legal and regulatory requirements.

VI. RELATIONSHIP TO OTHER POLICIES

This Code of Conduct provides a framework for ethical decision-making and outlines key legal and regulatory compliance requirements. It does not address all policies and procedures governing employment at the Bank. Employees should refer to the Employee Handbook for detailed policies and procedures on topics such as attendance, leave, benefits, workplace conduct, standards of conduct, performance expectations, and other employment matters. Both this Code of Conduct and the Employee Handbook are important resources, and employees are expected to comply with both.