River City Bank

Corporate Governance Principles

I. PURPOSE

The Board of Directors (the "***Board***") of River City Bank (the "***Bank***") has adopted the following corporate governance principles to assist the Board in carrying out its duties and responsibilities. The Board believes that these corporate governance principles are in and further the best interests of the Bank and its shareholders.

These corporate governance principles are intended to be interpreted in the context of all applicable laws, rules, and regulations, as well as the Bank's charter documents and other governing documents.

II. SELECTION OF DIRECTORS AND BOARD COMPOSITION

A. Selection of New Directors

The Board will be responsible for selecting nominees for election or appointment to the Board. The Board has delegated to the Compensation and Governance Committee (the "***C&G Committee***") the responsibility for developing and recommending to the Board, for its consideration and approval, the specific qualifications and criteria for prospective director candidates as the C&G Committee deems necessary or advisable.

The C&G Committee shall also make recommendations to the Board of specific candidates for election as directors. The C&G Committee will consider nominees recommended by directors, officers, employees, shareholders, and others using the same criteria to evaluate all candidates. In identifying prospective director candidates, the C&G Committee may consider all facts and circumstances, including among other things, the skills of the prospective director candidate, their breadth of business or other experience, their independence, and the particular needs of the Board and the Bank. Upon selection of a qualified candidate, the C&G Committee will recommend the candidate for consideration by the full Board. The C&G Committee may, at the Bank's expense, engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

Any shareholder may submit, for consideration and nomination by the C&G Committee, any candidate or candidates for election to the Board at any annual meeting of the Bank's shareholders, by following the notice procedures and providing the information required by the Bank's Bylaws.

B. Board Membership Criteria

Nominees for the Board should be committed to enhancing long-term shareholder value and must possess a high level of personal and professional ethics, sound business judgment, and integrity. The C&G Committee may review the appropriate skills and business and other experience of potential Board nominees so that the directors will bring to the Board a mix of skills and experience relevant to the Bank's business and to the oversight responsibilities of directors of public companies. Such skills and experience may include, among others, professional or oversight experience in the areas of accounting, marketing, strategic planning, financial reporting, corporate governance (including experience in the field of executive compensation), and/or professional experience in banking, investment advisory, or wealth management industries, and/or current or past regulatory experience.

The C&G Committee will also strive to achieve diversity among the members of the Board in terms of experience, knowledge, skills, and viewpoints in order to enhance Board performance.

C. Independence of Board Members

In accordance with best governance practices and for the purpose of meeting the independence requirements of the Securities and Exchange Commission (the "***SEC***") and the listing standards of the Nasdaq Stock Market ("***Nasdaq***"), a majority of the members of the Board shall be independent. The Board also believes it is often in the best interests of the Bank and its shareholders that one or more non-independent directors, including current and former members of management, serve as directors, so long as a majority of the members of the Board continue to be independent, as defined by Nasdaq.

At least annually, the Board or its C&G Committee will evaluate all relationships between the Bank and each director in light of best governance practices, applicable SEC requirements and Nasdaq listing standards for the purpose of determining which of the directors meet applicable independence standards or requirements and whether a material relationship exists that might compromise or otherwise interfere with any non-employee director's ability to satisfy their responsibilities as an independent director.

D. Board Leadership

The Board selects and appoints the Chairman of the Board and Chief Executive Officer. The Board has a flexible policy with respect to the separation of the offices of the Chairman of the Board and Chief Executive Officer. The Board believes that this issue should be considered from time to time in light of all relevant facts and circumstances. When the office of Chairman of the Board is not held by an independent director, the Board will consider whether it is appropriate to designate an independent director as the Lead Director to ensure strong independent Board oversight. When considering whether it is appropriate to appoint a Lead Director, the Board will consider all relevant facts and circumstances, including, among other things, the nature of the relationship giving rise to the determination that the Chairman of the Board is not independent and whether the policies of the Bank and Board are adequate to ensure strong Board oversight in view of that relationship.

E. Term Limits; Retirement Policy; Change in Principal Occupation or Responsibilities

There are no specific term limits for directors, given the normal process of annual election of Board members by the shareholders. Directors who have served on the Board for an extended period of time provide valuable insight into the operation and future of the Bank based on their experience with, and understanding of, the Bank's history, policies, operations, and objectives. The Board believes it can ensure that the Board continues to evolve and adopt new viewpoints through the annual evaluation and selection process.

It is the general policy of the Board that a director may not stand for reelection after reaching the age of 75. Notwithstanding the foregoing, the C&G Committee may recommend, and the Board may approve, the nomination of a director after the age of 75 if, due to special or unique circumstances, it is in the best interests of the Bank and its shareholders that the director continue to be nominated for reelection to the Board. Management directors (including a Chief Executive Officer) may be asked to resign effective on the date their active, regular employment with the Bank terminates.

If a non-management director has a significant change in the director's principal occupation or professional responsibilities, they shall notify the Chair of the C&G Committee, with a copy to the

Chairman of the Board, of any such change and offer their resignation from the Board. The C&G Committee, as part of the Board's performance evaluation and director nomination processes, will evaluate the facts and circumstances of the change and will recommend to the Board whether to accept the resignation or request that the director continue to serve on the Board.

F. Limitations on Other Board Service

The Bank and its shareholders derive value from the experience directors bring from other boards on which they serve. Given the significant responsibilities of directors, each director must be ready, willing, and able to devote sufficient time to carrying out their Board responsibilities effectively. The C&G Committee may consider on an individual basis the number of other public company boards on which a director serves to ensure that such other board service does not impair the director's service to the Bank. Directors are requested to advise the Chair of the C&G Committee and the Chairman of the Board before serving as an officer, general partner, director, or chairman of the board of an outside for-profit enterprise, or before accepting membership on the audit committee of any other public company board, so that the opportunity can be reviewed for any possible conflicts of interest, independence analysis, and to help ensure that new demands on the director's time will not detract from the director's ability to serve the Bank.

Directors are also reminded of the limitations of the Management Interlocks Act and related regulations, which generally prohibit directors from serving two non-affiliated depository organizations in situations where the management interlock would likely have an anticompetitive effect. Directors are requested to advise the Chair of the C&G Committee and the Chairman of the Board before serving as an officer, general partner, director, or chairman of the board of any depository organization.

G. Succession

The C&G Committee is responsible for developing a Board succession plan and submitting such plan to the Board for its consideration and approval.

III. ROLES AND RESPONSIBILITIES

A. Role of the Board of Directors

On behalf of the Bank's shareholders, the Board will (i) assist in the formulation of and approve the Bank's business plans, operating budgets, and strategic initiatives for the purpose of enhancing long-term shareholder value; (ii) establish ethical and other policies to be adhered to by the Bank's senior management in managing the day to day operations of the Bank; (iii) oversee and monitor the performance of the Chief Executive Officer and Bank's other executive officers, their implementation of the business plans and strategic initiatives, their achievement of financial goals approved by the Board and their adherence to ethical standards and policies established by the Board; and (iv) establish, through its standing committees, executive compensation policies and programs, monitor the integrity of the Bank's financial reporting process and systems of internal controls, and the independence and performance of the Bank's independent auditors, and monitor the effectiveness and, when deemed necessary, update the Bank's corporate governance policies.

B. Role of the Chairman of the Board and Lead Director

The Chairman of the Board will preside at all meetings of the shareholders and of the Board as a whole, and will perform such other duties, and exercise such powers, as from time to time are prescribed in the

Bank's Bylaws or by the Board. If designated, the Lead Director will (i) preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; (ii) have the authority to call meetings of the independent directors; (iii) serve as a liaison between the Chairman and the independent directors; (iv) approve meeting agendas, meeting schedules, and information sent to the Board; (v) ensure that matters of concern or interest of the independent directors are appropriately scheduled for discussion at Board meetings; (vi) have the authority to retain outside advisors and consultants who report directly to the Board on board-wide issues; (vii) serve as a liaison for consultation and direct communication with shareholders, as appropriate; and (viii) perform such other duties, and exercise such powers, as from time to time prescribed by the Board.

C. Board Meeting Attendance

The Chairman of the Board, in consultation with the other members of the Board, will determine the frequency and length of regular Board meetings. In addition, special Board meetings may be called by the Chairman of the Board, the Chief Executive Officer, President (if different from the Chief Executive Officer), or any two members of the Board, subject to the notice requirements contained in the Bank's Bylaws. Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone and video conference meetings or other special meetings, as required. In the event any director is unable to attend (in person or via video or telephone conference), at least 75% of those regular and special meetings (together with the meetings of committees on which such director serves), the Bank will be required to disclose that fact in its annual proxy statement.

Attendance and active participation in meetings is one of each director's most important duties and will be taken into account by the C&G Committee when assessing a director's performance and nomination for reelection as a director.

D. Attendance at Annual Meeting of Shareholders

It is the policy of the Board that all directors and nominees standing for election or reelection as directors at any annual meeting of shareholders attend that meeting in person, unless doing so is impractical due to conflicts or events outside of a director's or nominee's control.

E. Committees

Board members are expected to be available to serve on Board committees to the extent they are eligible to do so. To assist it in discharging its responsibilities, the Board will at all times have an audit committee, a compensation committee, and a nominating committee. The Board has determined to combine the compensation committee and the nominating committee into a single committee, the C&G Committee. Each committee member must meet the independence and any other membership requirements established by applicable laws, rules, regulations, and Nasdaq listing standards applicable to such committee. The Board may, from time to time, establish additional standing or special committees as it deems necessary or advisable.

The C&G Committee is responsible for making recommendations to the Board with respect to the selection of directors to serve as members of each of the committees. Each committee will report to the Board on significant matters discussed and actions taken by the committee.

F. Time Commitment

Each director is expected to coordinate their other existing and planned future commitments in a manner designed to enable the director to meet their duties as a member of the Board and a member of any committees to which they are appointed by the Board. Directors are expected to spend the time needed to prepare for and attend Board and committee meetings in order to fulfill their responsibilities as Bank directors. Senior management is responsible for preparing and distributing information to the directors that is important to the Board's understanding of the business to be conducted at Board or committee meetings. Directors are expected to review these materials in advance of each Board and committee meeting to the extent reasonably practicable.

G. Executive Sessions

The independent members of the Board will meet, without management, at regularly scheduled executive sessions, which may take place after a regularly scheduled meeting of the full Board. Such executive sessions will be held at least twice each year. Executive sessions at which the independent directors meet with the Chief Executive Officer may also be scheduled.

H. Ethics and Conflicts of Interest

The Board expects its members, as well as the Bank's officers and employees, to act ethically at all times, to adhere to any applicable codes of ethics adopted by the Board, and to disclose any conflicts of interest to the appropriate officer or committee of the Board in advance of any Board or committee meeting at which any decisions are to be made or any actions are to be taken that would present or create the appearance of any conflict of interest for any director.

I. Access to Information and Employees

Each Board member should have complete and unfettered access to any information about the Bank that they deem necessary or appropriate to carry out their duties as a director. This includes, among other things, access to Bank employees, documents, records, and facilities. At the request of the Board, senior management shall arrange to have other officers and managers, who can provide additional insight into matters and actions being considered by the Board, to attend or make reports to and answer questions from members of the Board.

J. Authority to Engage Advisers

The Board and each Board committee shall have the authority (i) to retain and terminate outside advisers as the Board or any such committee (as the case may be) determines to be necessary or advisable to carry out its duties, and (ii) to establish the compensation to be paid to such advisors and to commit the Bank to pay such compensation.

K. Formal Evaluation of Chief Executive Officer

At least annually, the Board or its C&G Committee shall evaluate the performance of the Chief Executive Officer. The C&G Committee, on an annual basis, shall advise and keep the Board informed of its determinations with respect to the performance of the Chief Executive Officer in relation to the performance goals and targets that have been established by the Board or the C&G Committee.

L. Succession Planning for Executive Officers

The Board shall be responsible for management succession planning, but may delegate that responsibility to the C&G Committee, provided that any succession plan shall be subject to the approval of the full Board.

IV. DIRECTOR COMPENSATION

The C&G Committee of the Board will review director compensation periodically, but not less frequently than annually, and will make recommendations to the Board with respect to the amount and nature of the compensation that members of the Board should receive for their service on the Board and any of its committees. Any executive officers or other management employees who serve as members of the Board will not receive any additional compensation for their service on the Board.

Non-management directors may not receive any consulting or advisory fees or other compensation from the Bank or any of its subsidiaries or affiliated companies if the receipt of such fees or other compensation would result in disqualifying the director as an "independent" or outside director in accordance with applicable laws, rules, regulations, and Nasdaq listing standards.

V. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Bank's management will be responsible for arranging materials, briefings, and educational opportunities to be provided to new directors to enable them to become familiar with the Bank and its businesses, the competition it faces and the government regulations to which it and its subsidiaries are subject, in order to enable new directors to better perform their duties as directors with the oversight of the C&G Committee. In addition, the Board will receive periodic updates from management and third-party service providers on developments and changes in corporate governance principles or government regulations that may be relevant or may affect the Bank or any of its material subsidiaries or their respective businesses. Board members are also encouraged to attend accredited director education programs.

VI. EVALUATION OF BOARD PERFORMANCE

The Board will be responsible for approving one or more processes, as it deems appropriate, for evaluating and assessing, on an annual basis, the performance of the Board and its committees. The C&G Committee shall be responsible for coordinating and overseeing these processes.

VII. BOARD COMMUNICATIONS WITH THIRD PARTIES

The Board believes that management should be responsible for all communications with the press, media, and other outside parties made on behalf of the Bank. Accordingly, outside inquiries to individual Board members should be directed to the Chief Executive Officer or Chief Financial Officer. In limited circumstances, individual Board members may, at the request of the Chief Executive Officer or the Board, communicate with outside parties on behalf of the Bank. Notwithstanding the foregoing, any press releases to report material developments in the Bank's business or to report the Bank's quarterly or annual financial results shall be reviewed by the Board prior to publication, except in any instance where legal requirements make such prior review impracticable.

VIII. MISCELLANEOUS

These corporate governance principles are not intended to modify or limit the indemnification, exculpation, and similar rights available to the Bank's directors and executive officers under applicable law, the Bank's Articles of Incorporation or Bylaws, or any indemnification agreement entered into by the Bank with its directors or executive officers.

Although these corporate governance principles have been approved by the Board, they may be amended by the Board at any time as it deems appropriate; and it is expected that they will be amended from time to time in response to or to reflect changes in the law, best governance practices, Nasdaq listing standards, and the Bank's experience with these corporate governance principles.