

RIVERVIEW BANCORP INC  
Form DEF 14A  
June 17, 2016

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

Filed by the Registrant  [X]  
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))  
 [X] Definitive Proxy Statement  
 [ ] Definitive Additional Materials  
 [ ] Soliciting Material Under Rule 14a-12

RIVERVIEW BANCORP, INC.  
(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):

- [X] No fee required.  
 [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

N/A

(2) Aggregate number of securities to which transactions applies:

N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

N/A

(4) Proposed maximum aggregate value of transaction:

N/A

(5) Total fee paid:

N/A

[ ] Fee paid previously with preliminary materials:

N/A

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

N/A

(2) Form, Schedule or Registration Statement No.:

N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A

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June 17, 2016

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Riverview Bancorp, Inc. The meeting will be held at the Riverview Center, 17205 S.E. Mill Plain Boulevard, Vancouver, Washington, on Wednesday, July 27, 2016 at 10:00 a.m., local time.

The Notice of Annual Meeting of Stockholders and Proxy Statement appearing on the following pages describe the formal business to be transacted at the meeting. During the meeting, we will also report on our operations. Directors and officers will be present to respond to appropriate questions of stockholders.

It is important that your shares are represented at this meeting, whether or not you attend the meeting in person and regardless of the number of shares you own. To make sure your shares are represented, we urge you to complete and mail the enclosed proxy card or vote over the Internet. If you attend the meeting, you may vote in person even if you have previously voted.

We look forward to seeing you at the meeting.

Sincerely,

/s/ Patrick Sheaffer

Patrick Sheaffer  
Chairman and Chief Executive Officer

RIVERVIEW BANCORP, INC.  
900 WASHINGTON STREET  
SUITE 900  
VANCOUVER, WASHINGTON 98660  
(360) 693-6650

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 27, 2016

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Notice is hereby given that the annual meeting of stockholders of Riverview Bancorp, Inc. will be held at the Riverview Center, 17205 S.E. Mill Plain Boulevard, Vancouver, Washington, on Wednesday, July 27, 2016, at 10:00 a.m., local time, for the following purposes:

Proposal 1: Election of four directors to each serve for a three-year term, and one director to serve for a two-year term.

Proposal 2: Advisory (non-binding) approval of named executive officer compensation.

We will also consider and act upon such other matters as may properly come before the meeting or any adjournments or postponements thereof. As of the date of this notice, we are not aware of any other business to come before the meeting.

The Board of Directors has fixed the close of business on May 31, 2016 as the record date for the annual meeting. This means that stockholders of record at the close of business on that date are entitled to receive notice of, and to vote at, the meeting and any adjournment thereof. To ensure that your shares are represented at the meeting, please take the time to vote by signing, dating and mailing the enclosed proxy card which is solicited by the Board of Directors or vote over the Internet using the voting procedures described on your proxy card. The proxy will not be used if you attend and vote at the annual meeting in person. Regardless of the number of shares you own, your vote is very important. Please act today.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ TERESA L. BAKER

TERESA L. BAKER  
CORPORATE SECRETARY

Vancouver, Washington  
June 17, 2016

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IMPORTANT: The prompt return of proxies will save us the expense of further requests for proxies in order to ensure a quorum at the meeting. A self-addressed envelope is enclosed for your convenience. No postage is required if mailed in the United States. Alternatively, you may vote over the Internet by following the voting procedures and instructions on the proxy card.

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PROXY STATEMENT  
OF  
RIVERVIEW BANCORP, INC.  
900 WASHINGTON STREET  
SUITE 900  
VANCOUVER, WASHINGTON 98660  
(360) 693-6650

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ANNUAL MEETING OF STOCKHOLDERS  
JULY 27, 2016

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The Board of Directors of Riverview Bancorp, Inc. is using this Proxy Statement to solicit proxies from our stockholders for use at the annual meeting of stockholders. We are first mailing this Proxy Statement and the enclosed form of proxy to our stockholders on or about June 17, 2016.

The information provided in this Proxy Statement relates to Riverview Bancorp, Inc. and its wholly-owned subsidiary, Riverview Community Bank. Riverview Bancorp, Inc. may also be referred to as "Riverview" and Riverview Community Bank may also be referred to as the "Bank." References to "we," "us" and "our" refer to Riverview and, as the context requires, Riverview Community Bank.

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#### INFORMATION ABOUT THE ANNUAL MEETING

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Our annual meeting will be held as follows:

Date: Wednesday, July 27, 2016

Time: 10:00 a.m., local time

Place: Riverview Center, located at 17205 S.E. Mill Plain Boulevard, Vancouver, Washington 98683

#### Matters to Be Considered at the Annual Meeting

At the meeting, you will be asked to consider and vote upon the following proposals:

Proposal 1. Election of four directors to each serve for a three-year term, and one director to serve for a two-year term.

Proposal 2: Advisory (non-binding) approval of named executive officer compensation.

We also will transact any other business that may properly come before the annual meeting. As of the date of this proxy statement, we are not aware of any other business to be presented for consideration at the annual meeting other than the matters described in this proxy statement.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on July 27, 2016

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Our Proxy Statement and Annual Report to Stockholders, are available at [www.sn1.com/irweblinkx/docs.aspx?iid=1032031](http://www.sn1.com/irweblinkx/docs.aspx?iid=1032031). The following materials are available for review:

- Proxy Statement;
- proxy card; and
- Annual Report to Stockholders.

Directions to attend the annual meeting, where you may vote in person, can be found online at [www.sn1.com/irweblinkx/docs.aspx?iid=1032031](http://www.sn1.com/irweblinkx/docs.aspx?iid=1032031).

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## Who Is Entitled to Vote?

We have fixed the close of business on May 31, 2016 as the record date for stockholders entitled to notice of and to vote at our annual meeting. Only holders of record of Riverview's common stock on that date are entitled to notice of and to vote at the annual meeting. You are entitled to one vote for each share of Riverview common stock you own, unless you own more than 10% of Riverview's outstanding shares. As provided in our Articles of Incorporation, record holders of common stock who beneficially own in excess of 10% of Riverview's outstanding shares are not entitled to any vote in respect of the shares held in excess of the 10% limit. On May 31, 2016, there were 22,507,890 shares of Riverview common stock outstanding and entitled to vote at the annual meeting.

## How Do I Vote at the Annual Meeting?

Proxies are solicited to provide all stockholders on the voting record date an opportunity to vote on matters scheduled for the annual meeting and described in these materials. This question provides voting instructions for stockholders of record. You are a stockholder of record if your shares of Riverview common stock are held in your name. If you are a beneficial owner of Riverview common stock held by a broker, bank or other nominee (i.e., in "street name"), please see the instructions in the following question.

Shares of Riverview common stock can only be voted if the stockholder is present in person or by proxy at the annual meeting. To ensure your representation at the annual meeting, we recommend you vote by proxy even if you plan to attend the annual meeting. You can always change your vote at the meeting if you are a stockholder of record.

Voting instructions are included on your proxy card. Shares of Riverview common stock represented by properly executed proxies will be voted by the individuals named on the proxy card in accordance with the stockholder's instructions. Where properly executed proxies are returned to us with no specific instruction as to how to vote at the annual meeting, the persons named in the proxy will vote the shares FOR the election of each of our director nominees and FOR advisory approval of the compensation of our named executive officers. If any other matters are properly presented at the annual meeting for action, the persons named in the enclosed proxy and acting thereunder will have the discretion to vote on these matters in accordance with their best judgment. We do not currently expect that any other matters will be properly presented for action at the annual meeting.

You may receive more than one proxy card depending on how your shares are held. For example, you may hold some of your shares individually, some jointly with your spouse and some in trust for your children. In this case, you will receive three separate proxy cards to vote.

## What if My Shares Are Held in Street Name?

If you are the beneficial owner of shares held in street name by a broker, your broker, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If your common stock is held in street name, you will receive instructions from your broker that you must follow in order to have your shares voted. Your broker may allow you to deliver your voting instructions via the telephone or the Internet. Please see the instruction form that accompanies this Proxy Statement. If you do not give instructions to your broker, your broker may nevertheless vote the shares with respect to discretionary items, but will not be permitted to vote your shares with respect to non-discretionary items, pursuant to current industry practice. In the case of non-discretionary items, the shares not voted will be treated as "broker non-votes." The proposal to elect directors and the advisory vote to approve named executive officer compensation are considered non-discretionary items; therefore, you must provide instructions to your broker in order to have your shares voted on these proposals.

If your shares are held in street name, you will need proof of ownership to be admitted to the annual meeting. A recent brokerage statement or letter from the record holder of your shares are examples of proof of ownership. If you want to vote your shares of common stock held in street name in person at the annual meeting, you will have to get a



written proxy in your name from the broker, bank or other nominee who holds your shares.

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### Participants in the ESOP or 401(k) Plan

If you participate in the Riverview Bancorp, Inc. Employee Stock Ownership Plan (the "ESOP") or if you hold shares through the Riverview Bancorp, Inc. Employees' Savings and Profit Sharing Plan ("401(k) Plan"), you will receive a proxy card, that will serve as a voting instruction form, that reflects all shares you may direct the trustees to vote on your behalf under the plans. Under the terms of the ESOP, the ESOP trustee votes all shares held by the ESOP, but each ESOP participant may direct the trustees how to vote the shares of common stock allocated to his or her account. The ESOP trustees, subject to the exercise of their fiduciary duties, will vote all unallocated shares of Riverview common stock held by the ESOP and allocated shares for which no voting instructions are received in the same proportion as shares for which it has received timely voting instructions. Under the terms of the 401(k) Plan, a participant is entitled to direct the trustee as to the shares in the 401(k) Employer Stock Fund credited to his or her account. The trustee will vote all shares for which no directions are given or for which instructions were not timely received in the same proportion as shares for which the trustee received voting instructions. As of the close of business on the May 31, 2016 voting record date, 517,423 shares and 562,542 shares have been allocated to participants' accounts in the ESOP and 401(k) Plan, respectively. The deadline for returning your voting instructions to each plan's trustees is July 18, 2016.

### How Many Shares Must Be Present to Hold the Meeting?

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of at least a majority of the shares of Riverview common stock entitled to vote at the annual meeting as of the record date will constitute a quorum. Proxies received but marked as abstentions will be included in the calculation of the number of shares considered to be present at the meeting.

### What if a Quorum Is Not Present at the Meeting?

If a quorum is not present at the scheduled time of the meeting, a majority of the stockholders present or represented by proxy may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given unless the meeting is adjourned for 120 days or more. An adjournment will have no effect on the business that may be conducted at the meeting.

### Vote Required to Approve Proposal 1: Election of Directors

Directors are elected by a plurality of the votes cast, in person or by proxy, at the annual meeting by holders of Riverview common stock. Accordingly, the five nominees for election as directors who receive the highest number of votes actually cast will be elected. Pursuant to our Articles of Incorporation, stockholders are not permitted to cumulate their votes for the election of directors. Votes may be cast for or withheld from each nominee. Votes that are withheld and broker non-votes will have no effect on the outcome of the election because the five nominees receiving the greatest number of votes will be elected. Our Board of Directors unanimously recommends that you vote FOR the election of each of its director nominees.

### Vote Required to Approve Proposal 2: Advisory Approval of Named Executive Officer Compensation

Approval of the advisory (non-binding) resolution to approve named executive officer compensation requires the affirmative vote of a majority of the votes cast at the annual meeting. Abstentions and broker non-votes will have no effect on the proposal. Our Board of Directors unanimously recommends that you vote FOR approval of the compensation of our named executive officers.

## May I Revoke My Proxy?

You may revoke your proxy before it is voted by:

- submitting a new proxy with a later date;
- notifying the Corporate Secretary of Riverview in writing before the annual meeting that you have revoked your proxy; or
- voting in person at the annual meeting.

If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the annual meeting. However, if your shares are held in street name, you must bring a validly executed proxy from the nominee indicating that you have the right to vote your shares.

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## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

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The following table sets forth, as of May 31, 2016, the voting record date, information regarding share ownership of:

- those persons or entities (or groups of affiliated persons or entities) known by management to beneficially own more than five percent of Riverview's common stock other than directors and executive officers;
- each director and director nominee of Riverview;
- each executive officer of Riverview or Riverview Community Bank named in the Summary Compensation Table appearing under "Executive Compensation" below (known as "named executive officers"); and
- all current directors and executive officers of Riverview and Riverview Community Bank as a group.

Persons and groups who beneficially own in excess of five percent of Riverview's common stock are required to file with the Securities and Exchange Commission ("SEC"), and provide a copy to us, reports disclosing their ownership pursuant to the Securities Exchange Act of 1934 ("Securities Exchange Act"). To our knowledge, no other person or entity, other than those set forth below, beneficially owned more than five percent of the outstanding shares of Riverview's common stock as of the close of business on the voting record date.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In accordance with Rule 13d-3 of the Securities Exchange Act, a person is deemed to be the beneficial owner of any shares of common stock if he or she has voting and/or investment power with respect to those shares. Therefore, the table below includes shares owned by spouses, other immediate family members in trust, shares held in retirement accounts or funds for the benefit of the named individuals, and other forms of ownership, over which shares the persons named in the table may possess voting and/or investment power. In addition, in computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to outstanding options that are currently exercisable or exercisable within 60 days after the voting record date are included in the number of shares beneficially owned by the person and are deemed outstanding for the purpose of calculating the person's percentage ownership. These shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person.



Name	Number of Shares Beneficially Owned (1)	Percent of Shares Outstanding (%)
<b>Beneficial Owners of More Than 5%</b> (Other than Directors and Executive Officers)		
Wellington Management Company 280 Congress Street Boston, Massachusetts 02210	1,991,013(2)	8.85
Ancora Advisors LLC 6060 Parkland Boulevard, Suite 200 Cleveland, Ohio 44124	1,894,952(3)	8.42
Basswood Capital Management, L.L.C. 645 Madison Avenue, 10 <sup>th</sup> Floor New York, New York 10022	1,510,867(4)	6.71
Dimensional Fund Advisors LP Building One, 6300 Bee Cave Road Austin, Texas 78746	1,136,560(5)	5.05
<b>Directors</b>		
Gary R. Douglass	42,859 (6)	*
Michael D. Allen	53,811 (7)	*
Jerry C. Olson	36,151 (8)	*
Gerald L. Nies	192,830 (9)	*
Bess R. Wills	28,000 (10)	*
Bradley J. Carlson	6,400 (11)	*
James M. Chadwick	532,400 (12)	2.37
David Nierenberg	57,756 (13)	*
<b>Named Executive Officers</b>		
Patrick Sheaffer**	703,353 (14)	3.12
Ronald A. Wyseske**	226,161 (15)	1.00
Kevin J. Lycklama	142,968	*
John A. Karas	80,451 (16)	*
Kim J. Capeloto	106,944 (17)	*
All Executive Officers and Directors as a Group (15 persons)	2,252,296	9.94

\* Less than one percent of shares outstanding.

\*\* Mr. Sheaffer and Mr. Wyseske are also directors of Riverview.

(1) The amounts shown include the following shares of common stock which the named individuals have the right to acquire within 60 days of the voting record date through the exercise of stock options granted pursuant to our stock option plans: Messrs. Douglass and Allen, 9,000 shares each; Mr. Olson, 19,000 shares; Mr. Nies, 10,000 shares;

Messrs. Sheaffer, Wysaske and Karas, 18,000 shares each; Mr. Lycklama, 23,000 shares; Mr. Capeloto, 11,000 shares; and all Riverview executive officers and directors as a group, 147,511 shares.

Based solely on a Schedule 13G/A filed with the SEC on February 11, 2016, reporting that Wellington

Management Group LLP, Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP and

(2) Wellington Management Company LLP have shared voting and dispositive power. According to that report, Ithan Creek Master Basic (post 7/11) and Ithan Creek Master Investors (Cayman) L.P. own more than five percent of the shares reported.

Based solely on a Schedule 13D/A filed with the SEC on September 1, 2015, reporting that Ancora Advisors LLC

(3) has sole voting and dispositive power with respect to 1,894,952 shares and Frederick DiSanto has sole voting and dispositive power with respect to 59,486 shares.

Based solely on a Schedule 13G/A filed with the SEC on February 9, 2016, reporting that Basswood Capital

(4) Management, L.L.C., Matthew Lindenbaum and Bennett Lindenbaum have shared voting and dispositive power.

(5) Based solely on a Schedule 13G/A filed with the SEC on February 9, 2016, reporting sole voting with respect to 1,093,201 shares and sole dispositive power with respect to 1,136,560 shares.

(Footnotes continue on following page)

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- (6) Includes 3,690 shares held jointly with his wife.
- (7) Includes 9,611 shares held solely by his wife.
- (8) Includes 5,151 shares held jointly with his wife.
- (9) Includes 182,300 shares held in trust jointly with his wife.
- (10) Held jointly with her husband.
- (11) Held jointly with his wife.
- (12) Consists of 500 shares held individually and 531,900 shares over which Mr. Chadwick has shared voting and dispositive power as one of the portfolio managers of Ancora Catalyst Fund LP, which owns the shares.
- (13) Includes 13,000 shares held solely by his wife.
- (14) Includes 13,910 shares held jointly by his wife and daughter and 328,401 shares held in trusts directed by Mr. Sheaffer.
- (15) Includes 60,848 shares held jointly with his wife.
- (16) Includes 25,000 shares held jointly with his wife.
- (17) Includes 4,112 shares held solely by his wife and 982 shares held jointly with his wife.

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## PROPOSAL 1 – ELECTION OF DIRECTORS

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Our Board of Directors consists of ten members and is divided into three classes. Approximately one-third of the directors are elected annually to serve for a three-year period or until their respective successors are elected and qualified. The table below sets forth information regarding each director of Riverview and each nominee for director. The Nominating Committee of the Board of Directors selects nominees for election as directors. Each of our nominees currently serves as a Riverview director. James M. Chadwick was appointed to the Board on August 26, 2015. The appointment is part of an agreement that Riverview entered into with Ancora Advisors, LLC, an investment advisor in Cleveland, Ohio and certain affiliated entities and others (collectively, the "Ancora Parties"). The term of the agreement is scheduled to continue through the later of the date of Riverview's 2017 annual meeting of stockholders or six months after the last day Mr. Chadwick (or any substitute nominee) serves as a director of Riverview or the Bank. During the term of the agreement, the Ancora Parties and Mr. Chadwick will not, among other things, solicit proxies in opposition to any recommendations or proposals of Riverview's Board of Directors, initiate or solicit stockholder proposals or seek to place any representatives on Riverview's Board (other than any replacement director), oppose any proposal or director nomination submitted by the Board to Riverview's stockholders, vote for any nominee to Riverview's Board other than those nominated or supported by the Board, seek to exercise any control or influence over Riverview management or the Boards of Directors of Riverview or the Bank (although nothing in the agreement will prevent Mr. Chadwick from expressing his views to other directors at duly convened Board meetings), propose or seek to effect a merger or sale of Riverview or initiate litigation against Riverview. David Nierenberg was appointed to the Board of Directors on April 27, 2016. Mr. Nierenberg was recommend by the Nominating Committee.

Each nominee has consented to being named in this Proxy Statement and has agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority. At this time, we are not aware of any reason why a nominee might be unable to serve if elected.

The Board of Directors recommends a vote FOR the election of Ronald A. Wyseske, Michael D. Allen, Gerald L. Nies and David Nierenberg each for a three-year term and FOR James M. Chadwick for a two-year term.

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Name	Age as of March 31, 2016	Year First Elected or Appointed Director (1)	Term to Expire
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BOARD NOMINEES

Ronald A. Wyseske	63	1985	2019 (2)
Michael D. Allen	74	2001	2019 (2)
Gerald L. Nies	67	2009	2019 (2)
David Nierenberg	62	2016	2019 (2)
James M. Chadwick	42	2015	2018 (2)

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Name	Age as of March 31, 2016	Year First Elected or Appointed Director (1)	Term to Expire
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## BOARD NOMINEES

Patrick Sheaffer	76	1979	2017
Bess R. Wills	62	2010	2017
Bradley J. Carlson	63	2014	2017
Jerry C. Olson	74	2007	2018
Gary R. Douglass	74	1994	2018

- (1) For years prior to 1998, includes service on the Board of Directors of Riverview Community Bank.
- (2) Assuming election or reelection.

Set forth below is the principal occupation of each nominee for director and each director continuing in office, as well as a brief description of the qualifications, attributes, skills and areas of expertise of each nominee or director that led to the conclusion that the person should serve as a director of Riverview. All nominees and directors have held their present positions for at least five years unless otherwise indicated.

Ronald A. Wysaske joined Riverview Community Bank in 1976. He became President and Chief Operating Officer of the Bank and Riverview in February 2004. He has been a member of the Board of Directors of the Bank since 1985, and Riverview since its inception in 1997. Prior to his appointment as President and Chief Operating Officer, he served as Executive Vice President, Treasurer and Chief Financial Officer of the Bank since 1981 and of Riverview since its inception. He is responsible for the daily operations and the management of Riverview Community Bank. Mr. Wysaske holds a B.A. and an M.B.A. from Washington State University, and is active in numerous professional, educational and civic organizations. Mr. Wysaske's banking career gives him expertise in all areas of banking.

Michael D. Allen is retired after a 40-year career in the banking industry, the first 25 with Seattle First National Bank/Bank of America. He began his career in banking in 1964, progressed through a number of management positions including serving as Vice President and Credit Supervisor for Southwest Washington and graduated from the Pacific Coast Banking School in 1977. From 1989 until 1998, Mr. Allen served as Executive Vice President of Northwest National Bank, responsible for commercial and retail banking operations. During that bank's pending acquisition by US Bank, Mr. Allen served as President from 1998 until 1999. He is a past board member of the Southwest Washington Private Industry Council, Identity Clark County, the Vancouver Housing Authority and the Community Housing Resource Center. Mr. Allen's banking career has given him expertise in all areas of banking.

Gerald L. Nies is retired after 42 years in the insurance business. He was President and Chief Executive Officer of Nies Insurance Agency from 1985-2011 and then was Executive Vice President after selling the business to Brown & Brown, Inc. Currently, he is the owner of a small investment property management company. He attended Western Washington University and became a Chartered Property Casualty Underwriter. Mr. Nies is a past Board member of the Washington Independent Agents Association and past President of the National Agent Advisory Council for Safeco Insurance. He also served as one of the five Clark County Emergency Medical Services Administrative Board members, elected Council Member for the City of Battle Ground and Fire Chief for the City of Battle Ground. Mr. Nies' diverse career has afforded him expertise in managing financial and operational aspects of business, as well as customer relations.

David Nierenberg is the Founder and President of Nierenberg Investment Management Company (NIMCO), which manages The D3 Family Funds. Before founding NIMCO in 1996, Mr. Nierenberg was a General Partner of Trinity Ventures' first four venture capital partnerships. In 1987, he led an investor group which contracted with the U.S. government to recapitalize a bankrupt savings and loan company named Far West Federal Bank. From 1978 to 1985, Mr. Nierenberg worked at Bain & Company in San Francisco, Boston, and London. He received his Bachelor of Arts degree from Yale College and his Juris Doctor degree from Yale Law School and is a retired member of the Massachusetts Bar. He is a past director of PeaceHealth Southwest Washington Medical Center, Electro Scientific Industries and Radisys. He currently serves as a director of Rosetta Stone (RST), Kuni Automotive, Inc., and Whitman College. He has served on numerous not for profit and public and private for profit boards during the past thirty years.

In addition to his public company experience, Mr. Nierenberg's career has afforded him expertise in capital allocation and strategic planning.

James M. Chadwick began working with Ancora Advisors, LLC in 2014. His primary responsibilities are Portfolio Management and Research for the firm's Alternative Investment Group. Prior to joining Ancora Advisors, Mr. Chadwick was the Managing Director of the private equity firm, Harlingwood Equity Partners LP, from 2009 through 2013. Mr. Chadwick also serves as a director of Imperial Holdings and Stewart Information Services, and served as a director of Special Opportunities Fund until 2014. He is an accountant with over 17 years' investment experience, focusing on micro and small-cap companies. His auditing experience focused on financial services companies, including banks and investment companies, and he has experience operating banks and closed-end funds in a variety of industries.

Patrick Sheaffer joined Riverview Community Bank in 1963 and has served as Chief Executive Officer since 1976. He became Chairman of the Board in 1993. He has been Chairman of the Board and Chief Executive Officer of Riverview since its inception in 1997. He is responsible for the daily operations and the management of Riverview. Mr. Sheaffer is active in numerous professional and civic organizations. Mr. Sheaffer's career gives him expertise in all areas of banking.

Bess R. Wills is General Manager/Co-Owner of Gresham Ford in Gresham, Oregon and is responsible for all matters of the day-to-day operation. She has over 25 years of experience in fiscal and corporate administration and management of businesses, including having managed a group of auto dealerships in Southern California. She is active with many business and community organizations and has received statewide recognition for her work with local charities. Ms. Wills' career has given her strong leadership experience and knowledge of owning and operating a long-established business.

Bradley J. Carlson is President and General Manager of Evergreen Memorial Gardens Cemetery, Funeral Chapel and Crematory, a position he has held since 1995. A graduate of Washington State University with a Bachelor of Arts in Communications and Advertising, Mr. Carlson spent over 10 years in the computer industry as a sales person and sales manager before joining the family business in 1987. He is a past Chair of the Board for the Association of Washington Business, which is a statewide business lobbying group with over 8,000 members. He is also past President of the Washington Cemetery, Cremation and Funeral Association, as well as serving for 11 years on the Washington State Funeral Directors, Embalmers and Cemetery Board as appointed by the Governor. Currently he is on the Boards of Directors of the Fort Vancouver National Trust, Legacy Salmon Creek Hospital Foundation, Identity Clark County and the Washington State University Foundation Board of Trustees. His expertise in community banking and finance, as well as his knowledge of, and business and personal contacts in the local market, make him a valuable resource to the Board.

Jerry C. Olson is President and Chief Executive Officer of Olson Engineering, Inc. A graduate of Oregon State University with a Masters in Forest Engineering, Mr. Olson holds many professional designations including Professional Engineer, Professional Land Surveyor, and Certified Forester. He is actively involved in many regional and local organizations, including Responsible Growth Forum, Engineering and Surveying Licensing Board, North Country EMS, Association of Washington Business and the Clark College Business Advisory Council. In addition, Mr. Olson has been on the Board of the Columbia River Economic Development Council, The Building Industry of Clark County, the Commercial Real Estate Economic Coalition and is Chairman of the North County EMS District Board. Mr. Olson's career has given him strong leadership experience and knowledge of owning and operating a long-established business.

Gary R. Douglass is a retired certified public accountant. Prior to his retirement, he had been in private practice in Camas, Washington since 1978 and retired as a partner of Douglass, Paulson & Lessard, CPAs, PC in April 2004. He serves on the Board of Directors of Riverview Asset Management Corp. Mr. Douglass' career has given him extensive experience in business and tax consulting for a wide range of clients.



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MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS  
AND CORPORATE GOVERNANCE MATTERS

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Board of Directors

The Boards of Directors of Riverview and Riverview Community Bank conduct their business through Board and committee meetings. During the fiscal year ended March 31, 2016, the Riverview Board of Directors held ten regular meetings and two work sessions. The Bank Board of Directors held 12 regular meetings and two work sessions. A work session is an abbreviated meeting, covering limited subjects. No director attended fewer than 75% of the total meetings of the Boards and committees on which he or she served during this period.

Committees and Committee Charters

Riverview's Board of Directors has a number of committees, including Executive, Audit, Stock Option and Nominating Committees. Riverview Community Bank's Board of Directors has standing Executive, Audit, Personnel/Compensation, Risk Management, Senior Loan, Nominating and Compliance Committees, as well as several other committees. Riverview's Board of Directors does not have its own compensation committee because Riverview has no employees. Riverview's Audit and Nominating Committees have adopted written charters, as has the Bank's Personnel/ Compensation Committee, copies of which are available on our website at [www.riverviewbank.com](http://www.riverviewbank.com).

Committees of the Riverview Board of Directors

The Executive Committee consists of Directors Sheaffer (Chairman), Carlson and Nies. This Committee meets as necessary in between meetings of the full Board of Directors. The Executive Committee met three times during the fiscal year ended March 31, 2016.

The Audit Committee consists of Directors Douglass (Chairman), Olson and Wills, and is responsible for developing and monitoring the audit program. It also has the sole authority to appoint or replace our independent registered public accounting firm. The Committee meets with the independent registered public accounting firm to discuss the results of the annual audit and quarterly procedures. The members of the Committee also receive and review all the reports, findings and other information presented to them by the officers regarding financial reporting policies and practices. Each member of the Audit Committee is "independent," in accordance with the requirements for companies listed on The Nasdaq Stock Market LLC ("NASDAQ"). In addition, Mr. Douglass has been designated by the Board of Directors as the "audit committee financial expert," as defined by the SEC. The Audit Committee met six times during the fiscal year ended March 31, 2016.

The Stock Option Committee consists of Directors Wills (Chairman), Olson and Allen, and is responsible for approving all stock option grants. The Committee did not meet during the fiscal year ended March 31, 2016.

The Nominating Committee consists of Directors Nies (Chairman), Allen and Carlson, and is responsible for selecting nominees for the election of directors and developing a list of nominees for Board vacancies. Each member of the Committee is "independent," in accordance with the requirements for companies listed on NASDAQ. The Committee met four times during the fiscal year ended March 31, 2016.

Only those nominations made by the Committee or properly presented by stockholders will be voted upon at the annual meeting. In its deliberations for selecting candidates for nominees as director, the Nominating Committee evaluates the qualifications of individual candidates, including identifying the beneficial impact a candidate will have

on Riverview and the Board in terms of skill set, knowledge of the banking business, the candidate's independence, communication skills, education, individual success in chosen fields, business development contributions, character, expertise, experience and involvement in community, business and civic affairs. The Committee also considers whether the candidate would provide for adequate representation of the market area of Riverview Community Bank. Any nominee for director made by the Committee must be highly qualified with regard to some or all these attributes. In searching for qualified director candidates to fill vacancies in the Board, the Committee solicits its current Board of Directors for names of potentially qualified candidates. Additionally, the Committee may request that members of the Board of Directors pursue their own business contacts for the names of potentially qualified candidates. The Committee

would then consider the potential pool of director candidates, select the candidate the Committee believes best meets the then-current needs of the Board, and conduct a thorough investigation of the proposed candidate's background to ensure there is no past history that would cause the candidate not to be qualified to serve as a Riverview director. The Committee will consider director candidates recommended by our stockholders. If a stockholder submits a proposed nominee, the Committee would consider the proposed nominee, along with any other proposed nominees recommended by members of our Board of Directors, in the same manner in which the Committee would evaluate its nominees for director. For a description of the proper procedure for stockholder nominations, see "Stockholder Proposals and Nominations" in this Proxy Statement.

#### Director Qualifications and Experience

As described in the previous paragraph, the Nominating Committee considers a number of criteria when selecting new members of the Board. The following table identifies the experience, qualifications, attributes and skills that the Committee considered in making its decision to nominate directors to our Board; however, the fact that a particular attribute was not considered should not be construed to be a determination that the director lacks such an attribute.

	Allen	Carlson	Chadwick	Douglass	Nierenberg	Nies	Olson	Sheaffer	Wysaske	Wills
Experience, Qualification, Skill or Attribute										
Professional standing in chosen field	X	X	X	X	X	X	X	X	X	X
Expertise in financial services or related industry	X	X	X		X			X	X	
Audit Committee Financial Expert (actual or potential)				X						
Civic and community involvement	X	X		X	X	X	X	X	X	X
Other public company experience		X	X		X			X		
Leadership and team building skills	X	X	X	X	X	X	X	X	X	X
Diversity by race, gender or culture										X
Specific skills/knowledge										
Finance	X	X	X	X	X			X	X	X
Technology						X				X
Marketing		X			X	X	X	X	X	X
Public affairs	X	X	X		X	X	X	X	X	
Human resources		X		X	X	X	X	X	X	X
Governance	X	X	X	X	X	X	X	X	X	X

#### Leadership Structure

The positions of Chairman of the Board and Chief Executive Officer are held by the same person. Director Gerald L. Nies serves as Vice-Chairman of the Board and lead independent director. The lead independent director acts as the principal liaison between the independent directors of the Board and the Chairman of the Board. The lead independent director also leads the Board in the absence of the Chairman of the Board. The lead independent director is selected by the nominating committee. The position of President of the Bank is held by a separate person. The Board believes this structure is appropriate for Riverview because of the current Chief Executive Officer's level of experience and knowledge of Bank operations. This structure also allows the President to focus on the day-to-day business of managing the Bank.

#### Board Involvement in Risk Management Process

Risk management is the responsibility of management and risk oversight is the responsibility of the Board. The Board administers its risk oversight function principally through the division of responsibility within its committee structure,

with each board committee being responsible for overseeing risk within its area of responsibility. For example, our Risk Management Committee plays an important role overseeing our internal audit function and is responsible for reviewing significant reports prepared by the internal audit department. Significant risk oversight matters considered by the committees are reported to and considered by the Board. Some significant risk oversight matters are reported



directly to the Board, including matters not falling within the area of responsibility of any committee. Types of risk with the potential to adversely affect Riverview include credit, interest rate, liquidity, compliance risks, and risks relating to our operations and reputation.

Directors keep themselves informed of the activities and condition of Riverview and of the risk environment in which it operates by regularly attending Board and assigned Board committee meetings, and by review of meeting materials, auditors' findings and recommendations, and supervisory communications. Directors stay abreast of general industry trends and any statutory and regulatory developments pertinent to Riverview and the Bank by periodic briefings by senior management, counsel, auditors or other consultants, and by more formal director education.

The Board oversees the conduct of Riverview's business and administers the risk management function by:

- selecting, evaluating, and retaining competent senior management;
- establishing, with senior management, Riverview's long- and short-term business objectives, and adopting operating policies to achieve these objectives in a legal and sound manner;
- monitoring operations to ensure that they are controlled adequately and are in compliance with laws and policies;
- overseeing Riverview's business performance; and
- ensuring that the Bank helps to meet our communities' credit needs.

These responsibilities are governed by a complex framework of federal and state law and regulation as well as regulatory guidelines applicable to the operation of Riverview and the Bank.

The Board ensures that all significant risk-taking activities are covered by written policies that are communicated to appropriate employees. Specific policies cover material credit, market, liquidity, operational, legal and reputation risks. The policies are formulated to further Riverview's business plan in a manner consistent with safe and sound practices. The Board ensures that all such policies are monitored by senior management to make certain that they conform with changes in laws and regulations, economic conditions, and Riverview's and the Bank's circumstances. The policies are implemented by senior management who develop and maintain procedures, including a system of internal controls, designed to foster sound practices, to comply with laws and regulations, and to protect Riverview against external crimes and internal fraud and abuse. To assist Riverview with respect to risk management, and to assist the Board and Board committees with respect to risk oversight, the Bank employs a Vice President, Audit Manager, who works to identify and assess risks in all areas of Riverview and the Bank. The Audit Manager reports to the Audit Committee, attends meetings of the Audit and Risk Management Committees on a regular basis, and attends Board and other committee meetings as needed.

Management regularly provides the Board and its various committees with a significant amount of information regarding a wide variety of matters affecting Riverview. This includes senior management reports to the Board. These reports present information in a form meaningful to members of the Board, who recognize that the level of detail and frequency of individual senior management reports will vary with the nature of risk under consideration and Riverview's and the Bank's unique circumstances. Matters presented to the Board and Board committees generally include information with respect to risk. The Board and Board committees consider the risk aspects of such information and often request additional information with respect to issues that may involve risk to Riverview. The Board and Board committees also raise risk issues on their own initiative.

The Board has established a mechanism for independent third party review and testing of compliance with policies and procedures, applicable laws and regulations, and the accuracy of information provided by senior management. This is accomplished, for example, by an internal auditor reporting directly to the Audit Committee. In addition, an external audit is performed. The Audit Committee reviews the auditors' findings with senior management and monitors senior management's efforts to resolve any identified issues and recommendations. The Audit Committee provides regular reports of its activities to the Board.

The Board also reviews reports of inspection and examination or other supervisory activity, and any other material correspondence received from Riverview's regulators. Findings and recommendations, if any, are carefully reviewed, and progress in addressing such matters is routinely monitored.

## Committees of the Riverview Community Bank Board of Directors

The Executive Committee, which consists of Directors Sheaffer (Chairman), Carlson and Nies, meets as necessary in between meetings of the full Board of Directors. This Committee met three times during the fiscal year ended March 31, 2016.

The Audit Committee consists of Directors Douglass (Chairman), Olson and Wills and is responsible for developing and monitoring the audit program. The Committee meets with the independent registered public accounting firm to discuss the results of the annual audit and quarterly procedures. The members of the Committee also receive and review all the reports, findings and other information presented to them by the officers regarding financial reporting policies and practices. The Audit Committee met six times during the fiscal year ended March 31, 2016.

The Personnel/Compensation Committee consists of Directors Allen (Chairman), Carlson and Wills. The Committee has overall responsibility for: (1) approving and evaluating the compensation programs and policies for Riverview's executive officers, which are designed to attract, motivate and retain key individuals responsible for the success of Riverview as a whole; (2) administering and maintaining such programs in a manner that will benefit the long-term interests of Riverview and its stockholders; (3) approving the salary, bonus, stock equity-based and other compensation of Riverview's executive officers; and (4) periodically reviewing management development activities and succession plans. Each member of the Personnel/Compensation Committee is "independent," in accordance with the requirements for companies listed on NASDAQ. The Personnel/Compensation Committee met four times during the fiscal year ended March 31, 2016.

The Risk Management Committee consists of Directors Olson (Chairman), Douglass, Nies, Wills, Allen, Sheaffer and Wysaske, and the Bank's Risk Manager, who does not vote on matters presented to the Committee. This Committee is responsible for directing and monitoring the internal audit and compliance programs. The Risk Management Committee met once during the fiscal year ended March 31, 2016.

The Senior Loan Committee consists of Directors Sheaffer, Allen and Carlson, and is chaired by Executive Vice President Daniel Cox, who does not vote on matters presented to the Committee. If Mr. Sheaffer is unable to attend a meeting, Mr. Wysaske acts in his absence. The Committee reviews and approves all aggregate lending relationships over \$5 million to Riverview Community Bank's internal loan limit. The Senior Loan Committee met 22 times during the fiscal year ended March 31, 2016.

The Nominating Committee consists of Directors Nies (Chairman), Allen and Carlson, and is responsible for selecting nominees for the election of directors and developing a list of nominees for Board vacancies. The Committee met four times during the fiscal year ended March 31, 2016.

## Corporate Governance

We are committed to establishing and maintaining high standards of corporate governance. The Board of Directors is cognizant of its responsibility to comply with the provisions contained in the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC adopted thereunder, as well as NASDAQ rules with respect to corporate governance. The Board and its committees will continue to evaluate and improve our corporate governance principles and policies as necessary and as required.

**Code of Conduct.** On January 27, 2016, the Board of Directors revised the Officer and Director Code of Conduct that had originally been adopted on December 17, 2003. The Code is applicable to each of Riverview's directors and officers, including the principal executive officer and senior financial officers, and requires individuals to maintain the highest standards of professional conduct. A copy of the Code of Conduct is available on our website at [www.riverviewbank.com](http://www.riverviewbank.com).

Communication with the Board of Directors. The Board of Directors maintains a process for stockholders to communicate with the Board. Stockholders wishing to communicate with the Board should send any communication to the Corporate Secretary, Riverview Bancorp, Inc., 900 Washington Street, Suite 900, Vancouver, Washington 98660. Any communication must state the number of shares beneficially owned by the stockholder making the communication.

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The Corporate Secretary will forward such communication to the full Board of Directors or to any individual director or directors to whom the communication is directed unless the communication is unduly hostile, threatening, illegal or similarly inappropriate, in which case the Corporate Secretary has the authority to discard the communication or take appropriate legal action.

**Annual Meeting Attendance by Directors.** We do not have a policy regarding Board member attendance at annual meetings of stockholders. All members of the Board of Directors attended the 2015 annual meeting of stockholders, with the exception of Director Allen.

**Related Party Transactions.** Federal regulations require that all loans or extensions of credit to executive officers and directors must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons (unless the loan or extension of credit is made under a benefit program generally available to all other employees and does not give preference to any insider over any other employee) and does not involve more than the normal risk of repayment or present other unfavorable features. Riverview Community Bank is therefore prohibited from making any new loans or extensions of credit to its executive officers and directors at different rates or terms than those offered to the general public and has adopted a policy to this effect. The aggregate amount of loans by the Bank to its executive officers and directors was approximately \$841,000 at March 31, 2016. These loans (i) were made in the ordinary course of business, (ii) were made on substantially the same terms and conditions, including interest rates and collateral, as those prevailing at the time for comparable transactions with the Bank's other customers and (iii) did not involve more than the normal risk of collectibility or present other unfavorable features when made. All loans are made pursuant to the Bank's normal loan approval and review procedures, which are governed by written policies. In addition, all loans and aggregate loans to individual directors and executive officers are required to be reviewed by the Executive Committee and reported to the Board.

Director Allen's son is employed by Riverview Bank and was paid compensation in the amount of \$121,492 in the year ended March 31, 2016. None of this constitutes Director Allen's interest. The Board of Directors took this into account in making its determination that Director Allen is independent.

**Director Independence.** Our common stock is listed on the NASDAQ Global Select Market. In accordance with NASDAQ requirements, at least a majority of our directors must be independent directors. The Board has determined that eight of our ten directors are independent, as defined by NASDAQ. Directors Allen, Carlson, Chadwick, Douglass, Nierenberg, Nies, Olson and Wills are all independent. Only Patrick Sheaffer, who is our Chairman and Chief Executive Officer, and Ronald A. Wysaske, who is our President and Chief Operating Officer, are not independent.

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## DIRECTORS' COMPENSATION

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The following table shows the compensation paid to our directors for the fiscal year ended March 31, 2016, with the exception of Patrick Sheaffer and Ronald A. Wysaske, who are also employees and whose compensation is included in the section entitled "Executive Compensation." Our directors did not receive any option awards, stock awards or non-equity incentive plan compensation, nor did they participate in a pension or nonqualified deferred compensation plan; therefore, these columns have been omitted from the table below.

Name	Fees Earned or Paid in Cash (\$)
Gary R. Douglass	25,800

Michael D. Allen	25,100
Jerry C. Olson	23,200
Gerald L. Nies	25,600
Bess R. Wills	23,500
Bradley Carlson	24,100
James M. Chadwick (1)	14,000
David Nierenberg (2)	--

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(1) Director Chadwick was appointed to the Board effective August 26, 2015.

(2) Director Nierenberg was appointed to the Board effective April 27, 2016.

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Directors receive an annual retainer of \$6,000 and a fee of \$1,000 for each Board meeting attended. Outside directors also receive \$300 for each committee meeting or work session attended. The Personnel/Compensation Committee recommends to the Board of Directors the amount of fees paid for service on the Board.

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## EXECUTIVE COMPENSATION

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### Compensation Discussion and Analysis

Personnel/Compensation Committee. Because Riverview does not have its own employees, the Personnel/Compensation Committee of Riverview Community Bank is responsible for establishing and monitoring compensation policies, and for evaluating performance and approving and evaluating compensation programs. The Committee is responsible for evaluating the performance of our Chief Executive Officer, while the Chief Executive Officer evaluates the performance of other senior officers of the Bank and makes recommendations to the Committee regarding compensation levels.

Objectives and Overview of the Compensation Program. Our executive compensation policies are designed to establish an appropriate relationship between executive pay and the annual and long-term performance of Riverview and Riverview Community Bank, to reflect the attainment of short- and long-term financial performance goals, to enhance our ability to attract and retain qualified executive officers, and to align to the greatest extent possible the interests of management and stockholders. The principles underlying the executive compensation policies include the following:

- to attract and retain key executives who are vital to our long-term success and are of the highest caliber;
- to provide levels of compensation competitive with those offered throughout the financial industry and consistent with our level of performance;
- to motivate executives to enhance long-term stockholder value by building their equity interest in Riverview; and
- to integrate the compensation program with our annual and long-term strategic planning and performance measurement processes.

The Committee considers a variety of subjective and objective factors in determining the compensation package for individual executives, including: (1) total compensation of executives at similarly situated financial institutions; (2) the performance of Riverview and Riverview Community Bank as a whole, with emphasis on annual performance factors and long-term objectives; (3) the responsibilities assigned to each executive; (4) the performance of each executive of assigned responsibilities as measured by our progress during the year; (5) potential for future advancement; and (6) length of time in the position.

Compensation Program Elements. The Personnel/Compensation Committee focuses primarily on the following four components in forming the total compensation program for our executive officers: base salary; incentive compensation; deferred compensation; and long-term incentive compensation. The current compensation plans involve a combination of salary and incentive compensation to reward short-term performance, and deferred compensation and stock option grants to reward long-term performance.

Base Salary. The purpose of base salary is to create a secure base of cash compensation for our employees. Salary levels are designed to be competitive within the banking and financial services industries. In setting competitive salary levels, the Personnel/Compensation Committee regularly evaluates current salary levels by surveying similar

institutions in Washington, Oregon and the Northwest. The survey analysis focuses primarily on asset size, nature of ownership, type of operation and other common factors. Specifically, the Committee annually reviews the Northwest Financial Industry Salary Survey prepared by Milliman, Inc. ("Milliman") in association with the Washington Bankers Association and the Oregon Bankers Association, covering 96 Northwest financial organizations, and the Portland Area



Cross-Industry Survey prepared by Milliman, which covers 89 major local employers. We analyze the results of the surveys by position, and the midpoint of each position/grade, as it compares to Riverview Community Bank. Midpoints of each grade for Riverview are compared to midpoints of survey data to determine if grade adjustments are necessary to remain competitive. In the past, we have used the services of Watson Wyatt (now Towers Watson) to assist in the development of salary and incentive compensation programs; however, the Compensation Committee has not engaged a compensation consultant in the last few years.

Incentive Compensation Program. We believe it is appropriate to provide individuals who are responsible for managing existing business and/or generating new business with competitive incentive compensation opportunities. Our incentive compensation plan is designed to provide for incentive compensation with established targets of up to 40% of salary for the Chief Executive Officer, up to 50% of salary for the Chief Operating Officer, 30% to 45% of salary for executive vice presidents and 15% to 35% of salary for senior management. Certain other officers may participate in the plan at a level of 10% to 30% of salary. By rewarding the attainment of goals, we truly utilize incentive for actual individual and corporate performance, and are competitive in the marketplace. We may utilize the services of compensation consultants, as needed, to remain fair and competitive in the future.

The Personnel/Compensation Committee reviews and approves goals and incentive participation each year. Individual participant goals and performance modifier targets are communicated to participants in writing in the first quarter of the fiscal year to which the goals apply. Goals are measured against performance after the end of the fiscal year. Results are communicated the month following year-end for each participant. The performance modifier ranges from zero to a maximum of two times the salary at risk percentage. In making awards under the incentive compensation plan, the Personnel/Compensation Committee, the Chief Operating Officer and Chief Executive Officer or executive officers, as appropriate, review quantifiable data versus a plan approved by the Board. The plan also provides for subjective evaluation of performance by the Committee, the Chief Operating Officer and Chief Executive Officer or executive officers, as appropriate.

Currently, performance measures include financial objectives such as profitability, efficiency, financial margin and loan growth. Participant salaries are recorded, with specific goals tied to Riverview's goals for the year, and a percentage of compensation is noted as "salary at risk." For example, if the Chief Executive Officer's salary is \$235,937 per year with a 30% salary at risk factor, the opportunity for salary at risk compensation is \$70,781 if goals are met at 100%. The salary at risk is divided into several goals based on Riverview's annual goals. A performance modifier is used to determine the percentage of the goal met. A goal partially met at 88% with a weight factor of 25% of salary to risk would look like this:

$$\$235,937 \times 30\% \text{ salary at risk} = \$70,781$$

Goal Weight	Performance Modifier	Result
0.25	0.88	0.22

$$\$70,781 \times 0.22 = \$15,572$$

Performance goals are assessed annually and paid following the fiscal year end. For the fiscal year ended March 31, 2016, the performance goals for the named executive officers other than Mr. Karas were as follows:

Goal	Weighting	Total (\$)
After tax profit	50%	\$5,000,000
Efficiency	10%	Reduce expense budget to \$30.7 million
Financial margin	20%	Increase net interest margin to 3.58%
Loan growth	20%	Increase loans receivable to \$642 million



Mr. Karas, who is the President and Chief Executive Officer of Riverview Asset Management Corp., typically has goals based on the performance of Riverview Asset Management Corp. His 2016 goals were as follows:

Goal	Weighting	Target
Before tax profit	100%	\$800,000

Incentive compensation is only awarded if Riverview achieves a minimum level of performance (measured by net income), regardless of whether other individual performance goals were achieved. For 2016, the minimum level of achievement was net income of at least \$3 million, which Riverview achieved. Additionally, incentive compensation is limited to no more than 20% of net income.

Deferred Compensation. Officers at the level of senior vice president and above may elect to defer up to 50% of salary, with no income tax payable by the officer until benefits are received. This alternative is available through the non-qualified deferred compensation plan described below in the section entitled "Nonqualified Deferred Compensation."

Long Term Incentive Compensation. In connection with Riverview Community Bank's reorganization into the holding company structure, the Board of Directors adopted the 1998 Stock Option Plan for executive officers, employees and non-employee directors. This plan was approved by Riverview's stockholders. The Board of Directors also adopted the 2003 Stock Option Plan, which was approved by stockholders at the 2003 annual meeting of stockholders. The plans provided for the award of stock options to non-employee directors, executive officers and other employees. Both the 1998 and 2003 Stock Option Plans have expired. Accordingly, no further option awards may be granted; however, any awards granted prior to expiration remain outstanding subject to their terms. Stock option awards are allocated based upon regulatory practices and policies, and the practices of other publicly traded financial institutions as verified by external surveys and are based upon the executive officers' level of responsibility and contributions to Riverview and Riverview Community Bank.

Stock ownership is also enhanced through participation in our ESOP, under which eligible employees receive an allocation of Riverview stock based on a percentage of eligible wages. The Board of Directors has appointed an administrative committee of Riverview officers to administer the ESOP and the 401(k) Plan, and the named executive officers are eligible to participate in both of these plans. On an annual basis, Riverview allocates shares to the ESOP, which applies to all eligible participants including the named executive officers. In fiscal year 2016, Riverview contributed 24,633 shares into the ESOP on behalf of eligible participants, and matched 100% of the first three percent and 50% of the next two percent of participants' contributions into the 401(k) Plan each payroll period. Riverview matched 50% of the first four percent prior to January 1, 2016.

Allocation of Compensation. We do not have any specific policies regarding allocation of total compensation between short-term and long-term elements, or cash and non-cash elements. For the year ended March 31, 2016, the composition of total compensation for our named executive officers was as follows:

Type of Compensation	Percentage of Total Compensation
Base salary	68.3
Incentive compensation	23.7
Long-term incentive and other compensation	8.0

Results of Stockholder Vote on Executive Compensation. We are required to periodically permit stockholders to vote to approve executive compensation, commonly known as a say-on-pay proposal. At last year's annual meeting of stockholders, the resolution was approved by more than 92% of the shares present for purposes of voting on executive

compensation. The Board and the compensation committee considered the affirmative vote of the stockholders on the say-on-pay resolution at last year's annual meeting as additional confirmation that our existing compensation practices were reasonable and aligned with the interests of our stockholders.

Personnel/Compensation Committee Report

The Personnel/Compensation Committee of Riverview Community Bank's Board of Directors has submitted the following report for inclusion in this Proxy Statement:

We have reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the Committee's review of and the discussion with management with respect to the Compensation Discussion and Analysis, we recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

The foregoing report is provided by the following directors, who constitute the Personnel/Compensation Committee:

Personnel/Compensation Committee

Michael D. Allen, Chairman  
 Bess R. Wills  
 Bradley J. Carlson

This report shall not be deemed to be incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under such acts.

Compensation Policies and Risk

Riverview develops and implements compensation plans that provide strategic direction to each participant and engages him or her in Riverview's success, which contributes to stockholder value. We believe our approach to goal setting, establishing targets with payouts at multiple levels of performance and evaluation of performance results help to mitigate excessive risk taking that could harm Riverview's value or reward poor judgment by our executives or employees. Performance incentive rewards for all plans will continue to be focused on results that impact earnings, profitability, credit quality, loan growth and capital adequacy.

All members of the Compensation Committee are aware of Riverview's financial performance and they use this information when reviewing and approving incentive programs and payouts to all employees and approving participation and goals for incentive programs. The Compensation Committee reviewed the incentive compensation plans and concluded that the compensation plans do not encourage unnecessary or excessive risk and that management and the Board have effective controls in place utilizing outside auditors, internal auditors and Board oversight to ensure adequate controls are in place to mitigate risk within Riverview.

Summary Compensation Table

The following table shows information regarding compensation earned during the fiscal years ended March 31, 2016, 2015 and 2014 for our named executive officers: (1) Patrick Sheaffer, our principal executive officer; (2) Kevin J. Lycklama, our principal financial officer; and (3) our three other most highly compensated executive officers, who are Ronald A. Wyseske, John A. Karas and Kim J. Capeloto. The named executive officers have not received bonuses or stock awards in recent years; therefore, these columns have been omitted from the table below.

Name and Principal Position	Year	Salary (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
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Patrick Sheaffer	2016	237,110	--	89,671	--	41,449	368,230
Chairman and Chief Executive	2015	237,110	--	107,915	--	37,360	382,385
Executive Officer	2014	237,110	7,080	--	--	35,885	280,075

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Name and Principal Position	Year	Salary (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
Ronald A. Wyseske President and Chief Operating Officer	2016	237,110	--	89,671	285	37,657	364,723
	2015	237,120	--	110,762	--	32,862	380,744
	2014	237,110	7,080	--	903	30,116	275,209
John A. Karas Executive Vice President of Riverview; President and Chief Executive Officer of Riverview Asset Management Corp.	2016	269,202	--	69,963	271	21,826	361,262
	2015	257,923	--	97,005	--	20,314	375,242
	2014	217,086	7,080	--	567	18,609	243,342
Kevin J. Lycklama Executive Vice President and Chief Financial Officer	2016	200,535	--	73,000	--	15,493	289,028
	2015	187,686	--	78,945	--	12,186	278,817
	2014	178,754	7,080	--	1,154	11,907	198,895
Kim J. Capeloto (4) Executive Vice President and Chief Retail Banking Officer	2016	194,144	--	72,784	--	16,077	283,005

(1) Represents the aggregate grant date fair value of awards, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, "Compensation – Stock Compensation." For a discussion of valuation assumptions, see Note 12 of the Notes to Consolidated Financial Statements in Riverview's Annual Report on Form 10-K for the year ended March 31, 2016.

(2) Consists of above-market earnings on balances in the nonqualified deferred compensation plan; calculated based on the earnings adjustment in excess of 120 percent of the applicable federal long-term rate in effect on January 1<sup>st</sup> of each year.

(3) Please see the table below for more information on the other compensation paid to our named executive officers in the year ended March 31, 2016.

(4) Mr. Capeloto was not a named executive officer in 2015 or 2014.

All Other Compensation. The following table sets forth details of "All other compensation" for 2016, as presented above in the Summary Compensation Table. The amounts reflected constitute contributions by Riverview Community Bank.

Name	ESOP Contribution (\$)	401(k) Plan Contribution (\$)	Life Insurance Premium (\$)	Company Car Allowance (\$)	Board Fees (\$)	Total (\$)
Patrick Sheaffer	2,357	6,748	4,944	8,400	19,000	41,449
Ronald A. Wyseske	2,357	6,736	3,564	6,000	19,000	37,657
John A. Karas	2,357	6,611	6,858	6,000	--	21,826
Kevin J. Lycklama	2,357	6,650	486	6,000	--	15,493
Kim J. Capeloto	2,357	6,478	1,242	6,000	--	16,077

Employment and Change in Control Agreements. We entered into employment and change in control agreements with Messrs. Sheaffer, Wysaske and Lycklama on February 1, 2015. These agreements expire on September 30, 2017, but are subject to three-year renewal provisions. We entered into an employment and change in control agreement with Mr. Capeloto on April 1, 2015, which expires on September 30, 2017, but is subject to three-year renewal provisions. We entered into an employment agreement with Mr. Karas on September 18, 2007 that had an initial three-year term and is subject to renewal provisions. For the year ending March 31, 2017, the annual salaries of Messrs. Sheaffer, Wysaske, Karas, Lycklama and Capeloto are \$237,000, \$237,000, \$272,976, \$206,785 and \$196,367, respectively. The salaries, which are paid by Riverview Community Bank, must be reviewed annually and may be increased at the discretion of the Board. The employment agreements also provide that the executives will participate in our salary at risk incentive compensation program and receive all benefits that we provide to our employees generally. The employment agreements provide that compensation must be paid in the event of disability, termination without cause



or termination by the executive for specified reasons. The change in control agreements and Mr. Karas's employment agreement provide that compensation must be paid in connection with a termination in the event of a change in control. These termination payments are described below under "Potential Payments Upon Termination."

#### Outstanding Equity Awards

The following information with respect to outstanding option awards as of March 31, 2016 is presented for the named executive officers. The named executive officers have no unvested stock awards or equity incentive plan awards outstanding.

Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Patrick Sheaffer	09/22/09	12,000	--	3.84	09/22/19
	07/16/13	6,000	--	2.78	07/16/23
Ronald A. Wyseske	09/22/09	12,000	--	3.84	09/22/19
	07/16/13	6,000	--	2.78	07/16/23
John A. Karas	09/22/09	12,000	--	3.84	09/22/19
	07/16/13	6,000	--	2.78	07/16/23
Kevin J. Lycklama	03/18/08	5,000	--	10.18	03/18/18
	09/22/09	12,000	--	3.84	09/22/19
	07/16/13	6,000	--	2.78	07/16/23
Kim J. Capeloto	09/22/10	5,000	--	1.97	09/22/20
	07/16/13	6,000	--	2.78	07/16/23

#### Nonqualified Deferred Compensation

The following information is presented with respect to plans that provide for the deferral of base salary compensation on a basis that is not tax-qualified in which the named executive officers participated in the year ended March 31, 2016.

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)(1)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at FYE (\$)(2)
Patrick Sheaffer	--	--	--	--	--
Ronald A. Wyseske	--	--	4,222	--	125,376
John A. Karas	19,500	--	3,946	--	126,148
Kevin J. Lycklama	--	--	--	--	--
Kim J. Capeloto	--	--	--	--	--

(1) The following amounts, constituting above-market earnings, were reported as compensation in 2016 in the Summary Compensation Table: for Mr. Wyseske, \$285; and for Mr. Karas, \$271.

(2)

Of these amounts, the following amounts were reported as compensation to the officers in previous years in the Summary Compensation Table: for Mr. Wysaske, \$903; and for Mr. Karas, \$567.

We currently offer a deferred compensation plan. Under the plan, officers at the level of senior vice president and above may elect to defer up to 50% of salary until the time specified by the officer (or upon separation from service or a change in control, if elected by the officer), with no income tax payable by the officer until benefits are received under the deferred compensation plan adopted by Riverview Community Bank. Once a deferral election is made for a year, it cannot be changed during that year except under limited circumstances, such as hardship or disability. We credit an earnings adjustment on assets under the plan based on the rate of the Bank's average yield on assets for the prior year, less 100 basis points. For the calendar year ended December 31, 2015, this crediting rate was 3.36%.

Under the plan, upon the time specified by the officer, or upon an earlier separation from service or a change in control, if elected by the officer when he commences participation in the plan, we will pay the officer or his designated beneficiaries his plan benefit in a lump sum or in annual installments over ten years, as elected by the officer. The payment election was made at the same time the officer makes his compensation deferral election. The payment election may be changed only if the change election is made sufficiently in advance, generally at least 12 months, and payments are delayed for at least five years. The payment will be based on an amount equal to the balance in the officer's account immediately before the date on which benefits commence, plus interest, as measured above, on the unpaid balance if the payment is made in installments. Payments will be made as described below under "Potential Payments Upon Termination." The estimated liability under the plan is accrued as earned by the officer. At March 31, 2016, our aggregate liability under the plan for the named executive officers was \$252,000.

#### Potential Payments Upon Termination

We have entered into agreements with the named executive officers that provide for potential payments upon disability, termination and retirement. In addition, our equity plans also provide for potential payments upon termination. The following table shows, as of March 31, 2016, the value of potential payments and benefits following a termination of employment under a variety of scenarios.

	Disability (\$)	Termination Without Cause by Employer or Termination for Good Reason by Employee (\$)	Qualifying Termination Following Change in Control (\$)	Normal Retirement (\$)	Death (\$)
<u>Patrick Sheaffer</u>					
Employment Agreement	304,131	612,592	--	--	--
Change in Control Agreement	--	--	735,110	--	--
Deferred Compensation Plan	--	--	--	--	--
<u>Ronald A. Wysaske</u>					
Employment Agreement	65,394	610,867	--	--	--
Change in Control Agreement	--	--	733,040	--	--
Deferred Compensation Plan	125,376	125,376	125,376	125,376	125,376
<u>John A. Karas</u>					
Employment Agreement	90,254	870,893	843,987	--	--
Deferred Compensation Plan	126,148	126,148	126,148	126,148	126,148
<u>Kevin J. Lycklama</u>					
Employment Agreement	61,427	537,398	--	--	--
Change in Control Agreement	--	--	644,877	--	--
Deferred Compensation Plan	--	--	--	--	--
<u>Kim J. Capeloto</u>					
Employment Agreement	59,258	511,345	--	--	--
Change in Control Agreement	--	--	613,613	--	--
Deferred Compensation Plan	--	--	--	--	--

Employment Agreements. We have entered into employment agreements with Messrs. Sheaffer, Wysaske, Karas, Lycklama and Capeloto. Each agreement provides for payments to the executive upon his disability or termination. If the executive becomes disabled during the term of his employment agreement, his employment will terminate. Riverview Community Bank must then pay the executive as disability pay, a monthly (bi-weekly for Mr. Karas) payment equal to three-quarters of his bi-weekly rate of base salary on the effective date of the termination, with payments beginning on the effective date of his termination. The disability pay shall be reduced by the amount, if any, paid to the executive under any plan of the Bank providing disability benefits to the executive. In addition, the Bank must provide continued coverage or pay a cash amount equal to the premiums that the Bank would have paid on the executive's behalf for life, medical, dental and disability coverage. The disability payments will end on the earlier of:

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(1) the date of the executive's full-time employment by another employer; (2) the executive's death; or (3) 30 months (for Mr. Karas, the expiration of the term of his employment agreement).

For Messrs. Sheaffer, Wysaske, Lycklama and Capeloto, the employment agreements also provide for benefits in the event of the executive's termination. If the executive's employment is terminated for any reason other than a change in control or cause, or the executive terminates his employment for good reason (as defined in the agreement), the Bank must pay the executive a severance benefit in an aggregate amount equal to the sum of the following: (1) 30 months of executive's base salary; (2) prorated incentive compensation for the fiscal year in which the termination occurs based on performance through the month ended before the date of termination; (3) cash amount equal to the premiums that the Bank would have paid on the executive's behalf for life, medical and disability coverage for 30 months; and (4) any bonus earned for a prior performance period but not yet paid. The employment agreements restrict each executive's right to compete against Riverview or Riverview Community Bank for a one-year period following termination of employment.

Mr. Karas's employment agreement provides for benefits in the event of his termination. If his employment is terminated for any reason other than a change in control or cause, or Mr. Karas terminates his employment for good reason (as defined in the agreement), the Bank must pay to him a severance benefit in an aggregate amount equal to the sum of the following: (1) base salary due to him for the remaining term of his agreement; (2) prorated incentive compensation for the remaining term of his agreement; (3) cash amount equal to employer contributions that would have been made on his behalf over the remaining term of his agreement to any tax-qualified retirement plan sponsored by the Bank; (4) cash amount equal to the premiums that the Bank would have paid on his behalf for life, medical, dental and disability coverage over the remaining term of his agreement; and (5) any bonus earned for a prior performance period but not yet paid. Mr. Karas's employment agreement restricts his right to compete against Riverview or Riverview Community Bank if he voluntarily terminates his employment, except in the event of a change in control.

Mr. Karas's employment agreement also provides for severance payments and other benefits in the event of an involuntary termination of employment in connection with any change in control of Riverview. If within 12 months after a change in control, Mr. Karas's employment is terminated other than for cause, or he terminates his employment for good reason, the Bank must pay a lump sum severance payment of 2.99 times his base salary plus an amount equal to the average annual incentive compensation and bonus earned by him for the three fiscal years preceding the change in control. The agreement contains provisions requiring reduction of any payments that would be deemed to constitute an excess parachute payment under Section 280G of the Internal Revenue Code.

**Change in Control Agreements.** We have entered into change in control agreements with Messrs. Sheaffer, Wysaske, Lycklama and Capeloto that provide for severance payments and other benefits in the event of certain terminations of employment in connection with a change in control of Riverview. If within 36 months after a change in control, the executive's employment is terminated other than for cause, or the executive terminates his employment for good reason, Riverview must pay a lump sum severance payment of the following: (1) 36 months of executive's base salary; (2) prorated incentive compensation for the fiscal year in which the termination occurs based on performance through the month ended before the date of termination; (3) any bonus earned for a prior performance period but not yet paid; and (4) accelerated vesting to 100% on all stock options or restricted stock issued to executive. The change in control agreements also require continued coverage under life, medical and disability insurance for 36 months, or a lump sum equal to the premiums that would have been paid if continued coverage is not possible. The change in control agreements contain provisions requiring reduction of any payments that would be deemed to constitute an excess parachute payment under Section 280G of the Internal Revenue Code.

**Deferred Compensation Plan.** Each of the named executive officers is eligible to participate in the Riverview Community Bank Directors' and Executive Officers' Deferred Compensation Plan, as described in more detail above on page 19. The current plan allows the officers to elect to defer up to 50% of salary until separation from service, with no income tax payable by the officer until benefits are received. An "override election" can be made in the initial

participation agreement and participants may elect to receive payment upon the occurrence of an "override event." Participants may elect either or both of the following as an override event: separation from service and/or change in control. Participants elect in their initial participation agreement either a specific date (lump sum payment) or a fixed schedule of payments (made annually over ten years) starting on a specified date for distribution of their plan benefits. Distributions will be made in accordance with the participant's election, other than in the event of a hardship withdrawal, death, disability, cashout of small accounts, required delayed distributions to key employees or the termination of the

plan. The participating named executive officers may elect both separation from service and change in control as an override event.

Equity Plans. Our 1998 and 2003 Stock Option Plans provide for accelerated vesting of awards in the event of a change in control. Specifically, if a tender offer or exchange offer for Riverview's shares is commenced, or if a change in control occurs, unless the committee administering the plan has provided otherwise in the award agreement, all options granted and not fully exercisable shall become exercisable in full upon the happening of that event. The named executive offices do not currently have any options that are not fully exercisable.

#### Compensation Committee Interlocks and Insider Participation

The members of the Personnel/Compensation Committee are Directors Allen, Wills and Carlson. No members of this Committee were officers or employees of Riverview or any of its subsidiaries during the year ended March 31, 2016, nor were they formerly Riverview officers or had any relationships otherwise requiring disclosure.

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### PROPOSAL 2 – ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

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Under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"), we are required to periodically include in our annual meeting proxy statements and present at the annual meeting of stockholders a non-binding stockholder resolution to approve the compensation of our named executive officers, as disclosed in the proxy statement pursuant to the compensation disclosure rules of the SEC. This proposal, commonly known as a "say-on-pay" proposal, gives stockholders the opportunity to endorse or not endorse the compensation of Riverview's named executive officers as disclosed in the proxy statement. At the 2011 annual meeting of stockholders, we were also required under the Dodd-Frank Act to include a non-binding stockholder resolution regarding the frequency of future votes on executive compensation. The Board of Directors recommended that stockholders vote in favor of holding an annual say-on-pay vote. Stockholders voted strongly in favor of holding an annual vote and the Board of Directors determined to hold an annual stockholder advisory vote to approve the compensation of our named executive officers, beginning in 2012, and continuing until such time that the frequency vote is next presented to stockholders or until the Board determines that a different frequency is in the best interest of Riverview and its stockholders.

The proposal will be presented at the annual meeting in the form of the following resolution:

RESOLVED, that the stockholders approve, on an advisory basis, the compensation of Riverview Bancorp Inc.'s named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables and related material in Riverview's Proxy Statement for the 2016 annual meeting of stockholders.

This vote will not be binding on our Board of Directors or Personnel/Compensation Committee and may not be construed as overruling a decision by the Board or create or imply any additional fiduciary duty on the Board. It will also not affect any compensation paid or awarded to any executive. The Personnel/Compensation Committee and the Board may, however, take into account the outcome of the vote when considering future executive compensation arrangements.

The purpose of our compensation policies and procedures is to attract, retain and motivate key executives of proven ability who are critical to our future success. We believe that our compensation policies and procedures are strongly aligned with the long-term interests of our stockholders. Our compensation programs are designed to balance short-term and long-term objectives, and to attract executive talent, retain a team of effective leaders and provide

stability for Riverview. Our compensation program is guided by the philosophy that total executive compensation should vary based on achievement of corporate goals and objectives, and should closely align with Riverview's financial performance. The Compensation Committee of the Board of Directors believes that the executive compensation for fiscal 2016 is reasonable and appropriate, is justified by Riverview's performance in an extremely difficult environment and is the result of a carefully considered approach.

The Board of Directors recommends that you vote FOR approval of the compensation of our named executive officers as disclosed in this Proxy Statement.



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## AUDIT COMMITTEE MATTERS

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**Audit Committee Charter.** The Audit Committee operates pursuant to a charter approved by our Board of Directors. The charter sets out the responsibilities, authority and specific duties of the Audit Committee. The charter specifies, among other things, the structure and membership requirements of the Audit Committee, as well as the relationship of the Audit Committee to the independent registered public accounting firm, the internal audit department and management. The Audit Committee reports to the Board of Directors and is responsible for overseeing and monitoring financial accounting and reporting, the system of internal controls established by management and the audit process.

**Report of the Audit Committee.** The Audit Committee reports as follows with respect to Riverview's audited financial statements for the year ended March 31, 2016:

•The Audit Committee has reviewed and discussed the 2016 audited financial statements with management;

The Audit Committee has discussed with the independent registered public accounting firm, Delap LLP, the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as amended, as adopted by the Public Company Accounting Oversight Board;

The Audit Committee has received written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the firm's independence; and

The Audit Committee has, based on its review and discussions with management of the 2016 audited financial statements and discussions with the independent registered public accounting firm, recommended to the Board of Directors that Riverview's audited financial statements for the year ended March 31, 2016 be included in its Annual Report on Form 10-K.

The foregoing report is provided by the following directors, who constitute the Audit Committee:

Audit Committee:

Gary R. Douglass, Chairman  
Jerry C. Olson  
Bess R. Wills

This report shall not be deemed to be incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under such acts.

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## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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Section 16(a) of the Securities Exchange Act requires our executive officers and directors, and persons who own more than 10% of any registered class of Riverview's equity securities, to file reports of ownership and changes in

ownership with the SEC. Executive officers, directors and greater than 10% stockholders are required by regulation to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms we have received and written representations provided to us by the above-referenced persons, we believe that during the fiscal year ended March 31, 2016, all filing requirements applicable to our reporting officers, directors and greater than 10% stockholders were properly and timely complied.

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**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**


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The Audit Committee has appointed Delap LLP as its independent registered public accounting firm for the year ending March 31, 2017. On June 8, 2015, the Audit Committee engaged the firm of Delap LLP as the independent certified public accountants for Riverview and its subsidiaries for the fiscal year ended March 31, 2016. Riverview did not engage Delap LLP during the fiscal years ended March 31, 2015 and 2014 or during any subsequent interim period prior to June 8, 2015 as either its principal accountant or an independent accountant. Additionally, Riverview did not consult with Delap LLP during the fiscal years ended March 31, 2015 and 2014 or during any subsequent interim period prior to June 8, 2015.

On June 8, 2015, Riverview engaged Delap LLP, and dismissed Deloitte & Touche LLP, as the principal accountant to audit Riverview's consolidated financial statements. The decision to change accountants was approved by the Audit Committee of Riverview's Board of Directors. The reports of Deloitte & Touche LLP on the consolidated financial statements of Riverview Bancorp, Inc. and Subsidiary as of and for the years ended March 31, 2015 and 2014, and on the effectiveness of Riverview's internal control over financial reporting as of March 31, 2015, did not contain any adverse opinions or disclaimer of opinions, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles. During the two fiscal years ended March 31, 2015 and 2014, and during the subsequent interim period from April 1, 2015 through June 8, 2015, there were no: (1) disagreements with Deloitte & Touche LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to its satisfaction, would have caused Deloitte & Touche LLP to make reference to the subject matter of the disagreement in connection with its opinion; or (2) reportable events (as defined in Item 304(a)(1)(v) of SEC Regulation S-K).

A representative of Delap LLP is expected to attend the annual meeting of stockholders to respond to appropriate questions and will have an opportunity to make a statement if he or she so desires.

The following table sets forth the aggregate fees billed, or expected to be billed, to Riverview for professional services rendered by Delap LLP for the fiscal year ended March 31, 2016 and by Deloitte & Touche LLP for the fiscal year ended March 31, 2015.

	Year Ended March 31,	
	2016	2015
Audit Fees	\$220,000	\$385,000
Audit-Related Fees	--	--
Tax Fees	--	--
All Other Fees	\$ 1,000	\$ 5,000

The Audit Committee will establish general guidelines for the permissible scope and nature of any permitted non-audit services to be provided by the independent registered public accounting firm in connection with its annual review of its charter. Pre-approval may be granted by action of the full Audit Committee or by delegated authority to one or more members of the Audit Committee. If this authority is delegated, all approved non-audit services will be presented to the Audit Committee at its next meeting. In considering non-audit services, the Audit Committee or its delegate will consider various factors, including but not limited to, whether it would be beneficial to have the service provided by the independent registered public accounting firm and whether the service could compromise the independence of the independent registered public accounting firm.

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STOCKHOLDER PROPOSALS AND NOMINATIONS

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In order to be eligible for inclusion in our proxy solicitation materials for next year's annual meeting of stockholders, any stockholder proposal to take action at such meeting must be received at our main office at 900 Washington Street, Suite 900, Vancouver, Washington 98660, no later than February 17, 2017. Any such proposal shall be subject to the requirements of the proxy solicitation rules adopted under the Securities Exchange Act.

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Our Articles of Incorporation provide that if a stockholder intends to nominate a candidate for election as a director or submit a stockholder proposal, the stockholder must deliver written notice of his or her intention to the Corporate Secretary of Riverview not less than 30 nor more than 60 days prior to the date of a meeting of stockholders; provided, however, that if less than 31 days' notice of the date of the meeting is given or made to stockholders, such written notice must be delivered to the Corporate Secretary not later than the close of the tenth day following the day on which notice of the meeting was mailed to stockholders. The notice must set forth certain information specified in our Articles of Incorporation.

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MISCELLANEOUS

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The Board of Directors is not aware of any business to come before the annual meeting other than those matters described above in this Proxy Statement. However, if any other matters should properly come before the meeting, it is intended that proxies in the accompanying form will be voted in respect thereof in accordance with the judgment of the person or persons voting the proxies.

We will bear the cost of solicitation of proxies. In addition to solicitations by mail, our directors, officers and employees may solicit proxies personally or by telephone without additional compensation. In addition, we have engaged Regan & Associates, Inc. to assist in distributing proxy materials and contacting record and beneficial owners of our common stock. We have agreed to pay a fee of \$12,000, including out-of-pocket expenses in certain instances, for these services. We will also reimburse brokers and other nominees for their expenses in sending these materials to you and obtaining your voting instructions.

Riverview's Annual Report to Stockholders, which includes the Annual Report on Form 10-K as filed with the SEC, has been mailed to stockholders as of the close of business on the voting record date. Any stockholder who has not received a copy of the Annual Report may obtain a copy by writing to the Corporate Secretary. The Annual Report is not to be treated as part of the proxy solicitation material or as having been incorporated herein by reference.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ TERESA L. BAKER

TERESA L. BAKER  
CORPORATE SECRETARY

Vancouver, Washington  
June 17, 2016  
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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:  
The Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report are available at  
[www.proxyvote.com](http://www.proxyvote.com)

FOLD AND DETACH HERE

RIVERVIEW BANCORP, INC.  
Annual Meeting of Stockholders  
July 27, 2016 10:00 A.M.  
This proxy is solicited by the Board of Directors

The undersigned hereby appoints the official Proxy Committee of the Board of Directors of Riverview Bancorp, Inc. ("Riverview") to vote as designated on the reverse side and in their discretion, upon such other business as may properly come before the meeting of Riverview held of record by the undersigned on May 31, 2016, at the Annual Meeting of Stockholders to be held on July 27, 2016, or any postponements thereof.

If you are a participant in either the Riverview Bancorp, Inc. Employee Stock Ownership Plan or the Riverview Bancorp, Inc. Incentive Plan, this proxy constitutes your direction to the trustees of such plans to vote as directed on the reverse side the proportionate interest in the plan. In order for the trustees to receive your direction in time to vote, your proxy must be received by July 18, 2016. On July 18, 2016, the share equivalents credited to your account will be voted by the trustee in the same proportion that it votes share equivalents in accordance with instructions from all plan participants.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE PROPOSALS. THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS SPECIFIED ON THE REVERSE SIDE. IF NO DIRECTION IS GIVEN IN THE SPACE PROVIDED ON THE REVERSE SIDE, THE SHARES WILL BE VOTED FOR EACH OF THE PROPOSALS. THIS PROXY ALSO CONFERS DISCRETIONARY AUTHORITY ON THE UNDERSIGNED TO VOTE WITH RESPECT TO THE ELECTION OF ANY PERSON AS DIRECTOR WHERE THE NOMINEE IS UNABLE TO ATTEND, AND TO VOTE WITH RESPECT TO THE ELECTION OF ANY PERSON AS DIRECTOR WHERE THE NOMINEE IS UNABLE TO SERVE, AND MATTERS INCIDENT TO THE CONDUCT OF THE 2016 ANNUAL MEETING.

Address Changes/Comments: \_\_\_\_\_

\_\_\_\_\_  
(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side)

Continued and to be signed on reverse side



VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on July 26, 2016. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

RIVERVIEW  
 BANCORP, INC.  
 900 WASHINGTON  
 STREET  
 SUITE 900  
 VANCOUVER,  
 WASHINGTON  
 98660-3409

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by Riverview Bancorp, Inc. 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 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.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

RIVERVIEW BANCORP, INC.	For	Withhold	For All
To withhold authority to vote for any individual			
The Board of Directors recommends you vote	All	All	Except
nominee(s), mark "For All Except" and write the			
FOR the following	[ ]	[ ]	[
] number(s) of the nominee(s) on the line below			

Vote on Directors

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1. Election of Directors

Nominees:

Three-year term

- 01) Ronald A. Wysaske
- 02) Michael D. Allen
- 03) Gerald L. Nies
- 04) David Nierenberg

Two-year term

- 05) James M. Chadwick

Vote on Proposal



The Board of Directors recommends you vote FOR the following  
proposal                      For      Against      Abstain

2. Advisory (non-binding) approval of the compensation of our named  
executive officers.                                         

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

For address changes and/or comments, please check this box and write them on  
the back where indicated.   

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    Signature (Joint Owners)    Date