

RIVERVIEW BANCORP INC

Form DEF 14A

June 12, 2015

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Under 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):

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

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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:  
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- (1) Amount previously paid:  
N/A
- (2) Form, Schedule or Registration Statement No.:  
N/A
- (3) Filing Party:

(4) Date Filed: N/A  
N/A

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June 12, 2015

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 22, 2015 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 22, 2015

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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 22, 2015, at 10:00 a.m., local time, for the following purposes:

Proposal 1: Election of two 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 26, 2015 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 12, 2015

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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 22, 2015

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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 12, 2015.

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 22, 2015
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 two 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 22, 2015

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

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## Who Is Entitled to Vote?

We have fixed the close of business on May 26, 2015 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 26, 2015, 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.

#### 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 26, 2015 voting record date, 512,998 shares and 544,112 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 13, 2015.

#### 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 three 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 three 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 26, 2015, 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.

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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)		
Ithan Creek Master Investors (Cayman) L.P. and Wellington Hedge Management, LLP 280 Congress Street Boston, Massachusetts 02210	1,784,175 (2)	7.93
Ancora Advisors LLC 6060 Parkland Boulevard, Suite 200 Cleveland, Ohio 44124	1,742,736 (3)	7.74
Basswood Capital Management, L.L.C. 645 Madison Avenue, 10th Floor New York, New York 10022	1,205,408 (4)	5.36
Dimensional Fund Advisors LP Building One, 6300 Bee Cave Road Austin, Texas 78746	1,137,294 (5)	5.05
<b>Directors</b>		
Gary R. Douglass	70,859 (6)	*
Michael D. Allen	61,811 (7)	*
Jerry C. Olson	36,151 (8)	*
Gerald L. Nies	182,300 (9)	*
Bess R. Wills	28,000 (10)	*
	6,400	
Bradley J. Carlson	(11)	*
<b>Named Executive Officers</b>		
Patrick Sheaffer**	723,569 (12)	3.21
Ronald A. Wyseske**	240,968 (13)	1.07
	98,025	
John A. Karas	(14)	*
All Executive Officers and Directors as a Group (13 persons)	1,733,729	7.70

\* 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, 17,000 shares each; Mr. Olson, 19,000 shares; Mr. Nies, 10,000 shares; and Messrs. Sheaffer, Wysaske and Karas, 34,000 shares each; and all Riverview executive officers and directors as a group, 213,511 shares.

- (2) Based solely on a Schedule 13G/A filed with the SEC on February 14, 2014, reporting shared voting and dispositive power.
- (3) Based solely on a Schedule 13D/A filed with the SEC on October 31, 2014, reporting that Ancora Advisors LLC has sole voting and dispositive power with respect to 1,682,250 shares and Frederick DiSanto has sole voting and dispositive power with respect to 59,486 shares.
- (4) Based solely on a Schedule 13G filed with the SEC on February 17, 2015, reporting that Basswood Capital Management, L.L.C., Matthew Lindenbaum and Bennett Lindenbaum have shared voting and dispositive power.
- (5) Based solely on a Schedule 13G filed with the SEC on February 5, 2015, reporting sole voting and dispositive power.
- (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 172,300 shares held in trust jointly with his wife.
- (10) Held jointly with her husband.
- (11) Held jointly with his wife.
- (12) Includes 1,625 shares held in trust solely by his wife, 13,910 shares held jointly by his wife and daughter and 324,918 shares held in trusts directed by Mr. Sheaffer.
- (13) Includes 60,848 shares held jointly with his wife.
- (14) Includes 25,000 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 eight 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. Bradley J. Carlson was appointed to the Board on December 17, 2014. Mr. Carlson was recommended 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 Jerry C. Olson and Gary R. Douglass each for a three-year term and FOR Bradley J. Carlson for a two-year term.

Name	Age as of March 31, 2015	Year First Elected or Appointed Director (1)	Term to Expire
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**BOARD NOMINEES**


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Jerry C. Olson	73	2007	2018 (2)
Gary R. Douglass	73	1994	2018 (2)
Bradley J. Carlson	72	2014	2017 (2)

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**DIRECTORS CONTINUING IN OFFICE**


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Ronald A. Wyseske	62	1985	2016
Michael D. Allen	73	2001	2016
Gerald L. Nies	66	2009	2016
Patrick Sheaffer	75	1979	2017
Bess R. Wills	61	2010	2017

(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.

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.

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 and current director 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.

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 is one of the five Clark County Emergency Medical Services Administrative Board members. Mr. Nies served for five years as Fire Chief for the City of Battle Ground and is a past President of the Battle Ground Chamber of Commerce. Mr. Nies' career has afforded him expertise in managing financial and operational aspects of a business.

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.

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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, 2015, the Riverview Board of Directors held nine regular meetings and three work sessions. The Bank Board of Directors held ten regular meetings and three 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), Olson and Wills. This Committee meets as necessary in between meetings of the full Board of Directors. The Executive Committee met four times during the fiscal year ended March 31, 2015.

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 eight times during the fiscal year ended March 31, 2015.

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, 2015.

The Nominating Committee consists of Directors Nies (Chairman), Allen and Wills, 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 three times during the fiscal year ended March 31, 2015.

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	Douglass	Nies	Olson	Sheaffer	Wysaske	Wills
Experience, Qualification, Skill or Attribute								
Professional standing in chosen field	X	X	X	X	X	X	X	X
Expertise in financial services or related industry	X	X				X	X	
Audit Committee Financial Expert (actual or potential)			X					
Civic and community involvement	X	X	X	X	X	X	X	X
Other public company experience		X				X		
Leadership and team building skills	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
Technology				X				X
Marketing		X		X	X	X	X	X
Public affairs	X	X		X	X	X	X	
Human resources		X	X	X	X	X	X	X
Governance	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 Jerry C. Olson 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 Board rotates the position of lead independent director amongst the outside directors on an annual basis. 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), Olson and Wills, meets as necessary in between meetings of the full Board of Directors. This Committee met four times during the fiscal year ended March 31, 2015.

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 eight times during the fiscal year ended March 31, 2015.

The Personnel/Compensation Committee consists of Directors Nies (Chairman), Allen 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, 2015.

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 eight times during the fiscal year ended March 31, 2015.

The Senior Loan Committee consists of Directors Sheaffer, Allen and Olson, 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, 2015.

The Nominating Committee consists of Directors Nies (Chairman), Allen and Wills, and is responsible for selecting nominees for the election of directors and developing a list of nominees for Board vacancies. The Committee met three times during the fiscal year ended March 31, 2015.

#### 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 February 25, 2015, 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.

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 2014 annual meeting of stockholders.

**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 \$1.2 million at March 31, 2015. 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 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 six of our eight directors are independent, as defined by NASDAQ. Directors Allen, Carlson, Douglass, Nies, Olson and Wills are all independent. Only Patrick Sheaffer, who is our Chairman and Chief Executive Officer, and Ronald A. Wyseske, 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, 2015, with the exception of Patrick Sheaffer and Ronald A. Wyseske, 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	22,900
Michael D. Allen	22,850
Jerry C. Olson	21,850

Gerald L. Nies	21,400
Bess R. Wills	22,650
Bradley Carlson	
(1)	9,000
Edward R.	
Geiger (2)	10,500

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(1) Director Carlson was appointed to the Board effective December 17, 2014.

(2) Director Geiger retired effective December 17, 2014.

Directors receive an annual retainer of \$5,000 and a fee of \$1,000 for each Board meeting attended. Outside directors also receive \$250 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. During the fiscal

year ended March 31, 2015, the Committee recommended increasing the meeting fees from \$250 to \$300 per committee meeting attended and the annual retainer from \$5,000 to \$6,000. These recommendations were approved by the Board of Directors.

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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, the Washington Financial League and the Oregon Bankers Association, covering 102 Northwest financial

organizations, and the Portland Area Cross-Industry Survey prepared by Milliman, which covers 83 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, credit quality, deposit growth 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, 2015, the performance goals for Messrs. Sheaffer and Wysaske were as follows:

Goal	Weighting	Total (\$)
After tax profit	25%	\$2 million
Deposit growth	10%	Increase by \$20.0 million
Credit quality	10%	Reduce classified assets by \$23.0 million

Efficiency

10%