

The logo for RiverView Financial Corporation features a stylized, flowing graphic on the left. It consists of two curved, overlapping shapes: a dark maroon one on the outside and a gold one on the inside, creating a sense of movement and depth. This graphic partially overlaps the first letter of the company name.

RIVERVIEW FINANCIAL
CORPORATION
and Its Subsidiaries

Conflict of Interest and Code of Ethics Policy

Table of Contents

PURPOSE	3
GENERAL OBJECTIVES OF CONFLICT OF INTEREST POLICY	3
SPECIFIC GOALS	3
AUTHORITY	3
RISK MANAGEMENT	3
DEFINITIONS	4
POLICY STATEMENT	4
CONFIDENTIAL INFORMATION	4
SAFEGUARDING CONFIDENTIAL INFORMATION	5
INVESTMENT IN STOCK.....	5
GIFTS AND ENTERTAINMENT	5
EXTERNAL INVOLVEMENT	6
CONSULTATION.....	6
CONDUCT OF INSIDERS	6
DISCLOSURES.....	6
ACCURACY OF RECORDS.....	7
PROTECTION AND PROPER USE OF RIVERVIEW ASSETS.....	7
RELATIONSHIPS WITH CLIENTS, AUDITORS, EXAMINERS AND ATTORNEYS	8
EMPLOYMENT OF RELATIVES.....	8
PRE-EMPLOYMENT BACKGROUND CHECKS	8
TRAINING AND ACKNOWLEDGEMENT OF POLICY	8
CONSEQUENCES OF NONCOMPLIANCE	8
PROCEDURES.....	8
WAIVERS OF THE CODE.....	9
ACKNOWLEDGEMENT OF POLICY	11

Conflict of Interest and Code of Ethics Policy

PURPOSE

The directors, officers and employees of Riverview Financial Corporation and its subsidiaries (collectively, “Riverview” or the “Company”) are committed to the highest standards of honesty, integrity and impartiality in both business and personal dealings. Our personal and business reputation is one of our most valuable assets and it depends on our conduct and concern for the people we serve. It is important that each employee, officer and director avoid situations that will lead to a conflict between self-interest and our duty to promote the best interest of the Company. This policy was developed to provide guidelines for ethical behavior; however, it cannot address every situation that might arise. It is the responsibility of each director, officer and employee to be familiar with, and to abide by, both the letter and spirit of this Policy. In all situations, including those in which the law or this Policy is not specific, directors, officers and employees are expected to discuss any such situation with their supervisor, manager or the Administrator of this Policy, a member of Executive Management, the Chairman of the Board of Directors’ Governance Committee or Board of Director Chairman, as circumstances dictate.

GENERAL OBJECTIVES OF CONFLICT OF INTEREST POLICY

The general objective of this policy is to provide guidance to officers, directors and employees on avoidance of conflicts of interest and to require immediate disclosure of any potential conflict of interest. Adherence to this policy should prevent the development of improper relationships between financial institution directors, officers, employees, and the customers they serve.

SPECIFIC GOALS

The specific goals of this policy are to:

- Establish a monetary limit on nominal gifts and gratuities.
- Describe situations in which possible conflicts of interest may occur and to require proper conduct of all employees, officers and directors.
- Require reporting of conflicts to superiors and written disclosures of business interests

AUTHORITY

The Board of Directors is ultimately responsible for establishing specific policies to address potential conflicts of interest for directors, officers, and employees of Riverview. The authority to implement this policy and related procedures has been assigned to the President and Chief Executive Officer (CEO).

Any action taken regarding inappropriate activities or a breach of Riverview’s code of ethics by officers, directors or employees will ultimately be reviewed and acted upon by the entire Board of Directors (other than any person who is the subject to a potential breach of this Policy), after considering the facts, the seriousness of the conduct, and any potential breach of trust.

RISK MANAGEMENT

In addressing conflicts of interest, the Board of Directors and Executive Management must be aware of the potential risks that arise from insider abuse and subsequent market reaction. In establishing a Code of Ethics and Conflict of Interest Policy, the Board has evaluated various related risks; these risks, and their related management techniques, include:

- Compliance Risk. Maintaining legal compliance with various appropriate regulations as well as compliance with the organization’s Code of Ethics and Conflict of Interest Policy.
- Reputation Risk. Developing and retaining marketplace confidence in handling customers’ financial transactions in an appropriate manner as well as protecting the safety and soundness of the institution.

Conflict of Interest and Code of Ethics Policy

DEFINITIONS

For the purpose of this policy, the following definitions apply:

- Executive Management – The President and Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Strategy Officer, and Chief Risk Officer of Riverview.
- Officer or Employee – is a part-time or full-time officer or employee of Riverview.
- Gift - May include cash or property, special discounts, price concessions, special personal items, special personal entertainment (other than of a normal nature), special personal services, gratuitous personal services, personal favors, or special dispensations of any kind that could be attributed to the recipient's position or responsibilities with Riverview.
- Immediate Family - Spouse, minor child, and/or other dependent of the officer, employee, or director.
- For definitions of company, control of a company or bank, and principal shareholder and/or related interest, refer to 12 CFR 215, Regulation O.

POLICY STATEMENT

It is the Company's policy to conduct its business in accordance with the highest ethical standards to comply with all applicable laws and regulations, and to merit and maintain the complete confidence and trust of its customers and the public in general. All officers, employees and directors are expected to conduct all their business and personal affairs and to manage all business transactions in a manner which reflects positively on the Company's reputation in the industry and in the communities in which it does business. The Code is intended to address both business and personal relationships which may present potential legal and ethical concerns for anyone affiliated with the Company. It also sets forth a code of conduct to guide officers, directors and employees.

While this policy does not intend to interfere with the personal lives of employees and directors, it requires those persons to recognize situations where conflicts of interest may arise and to avoid them when possible. If these situations cannot be avoided, they must be reported immediately to a direct superior. Subsequently, the employee or director should remove himself or herself from any compromising situations, whether it involves advising the other person or entity or approving or voting on extensions of credit.

CONFIDENTIAL INFORMATION

Customer Information. In accordance with the Gramm-Leach-Bliley Act (GLBA) of 1999, financial institutions are required to have administrative, technical and physical safeguards for sensitive customer information. As such, safeguarding the confidential financial information concerning the Company's customers is essential to maintaining the public trust. It is the policy of the Company that such confidential information acquired by an employee through his or her employment must be held in the strictest confidence. Such information is to be held for Company purposes only and not as a basis for personal gain by any employee. Such information must also be protected from misuse that could result in identity theft. Aside from routine credit inquiries, information regarding a customer may generally only be released to private persons, organizations or governmental bodies that request it with the consent of the customer involved or upon receipt of legal process, such as a subpoena or court order. Information obtained about any Company customer from any record of the Company shall not be disclosed. This provision continues to apply regardless of whether the individual who obtains the information ceases employment with Riverview.

Confidential customer information should never be discussed with anyone outside the Company, and only with those within the Company who have a legitimate business need to know. Such information should never be discussed in public places, even within the Company's offices. Employees should be sensitive to

Conflict of Interest and Code of Ethics Policy

the risk of inadvertent disclosure resulting from open doors, speakerphones, cellular phones, and when transmitting confidential information by fax, text, e-mail, or other electronic media.

Information Regarding the Company. Financial or other information regarding the Company, its operations, its customers or any aspect of its business may not to be released to any outside person or organization unless it has been published in reports to shareholders, or otherwise made available to the public through authorized news releases. All news media inquiries must be referred to the President and Chief Executive Officer or the Chief Financial Officer. The Company expects every employee to treat information concerning the Company and its personnel with the same confidentiality as information concerning customers of the Company and to observe, with respect to the Company, the same guidelines set forth above for customer information.

Privacy Policy. The Company's Privacy Policy, which is incorporated herein by reference, provides detailed guidance regarding the Company's data sharing philosophy and communication of it to customers. All directors, officers, and employees are expected to follow this guidance. All employees will be required to sign and adhere to the Company's Privacy Policy as a condition of their employment, and to certify annually that they have complied with all provisions of the Code relating to confidential information since the date of the last certification.

SAFEGUARDING CONFIDENTIAL INFORMATION

The Information Security Policy of Riverview Bank, which implements the requirements of the Gramm-Leach-Bliley Act of 1999, provides detailed guidance as to the Bank's standards for protecting sensitive customer information. All of Riverview's insiders are expected to understand and follow its guidelines. It is incorporated by reference into this policy.

INVESTMENT IN STOCK

The employees and directors of Riverview are encouraged to purchase and hold stock of Riverview Financial Corporation for long-term investment. While Riverview may not delve into the personal lives of its employees, employment in a bank requires prudent and proper conduct in investment and other situations. Speculation or trading in the stock of Riverview is prohibited, as is the purchase or sale of Riverview securities based on insider information. Further details on insider trading can be found in the Riverview Financial Corporation Insider Trading Policy, incorporated herein by reference.

GIFTS AND ENTERTAINMENT

Employees and directors and their immediate families are prohibited by law from soliciting, accepting or retaining any gift, benefit or anything of value, for themselves or for any third party, from any customer of the Company, or from any individual or organization which is either involved in a business relationship with the Company or which is seeking to establish a business relationship with the Company. State and federal laws make it a crime for any director or employee of a federally insured bank or bank holding company, directly or indirectly, to ask or solicit, accept, receive or agree to receive anything of value, for him or herself or for any other person or entity, for or in connection with any transaction or business of the Company. Exceptions exist for gifts of nominal value (i.e., non-cash gifts of less than \$100). Tickets received for sporting events, art shows, and theatrical performances cannot exceed \$100. Prior approval is required before acceptance of any gift more than this nominal value. (See Disclosures, page 6, for approval direction.) Gifts or entertainment received as part of bank approved attendance at various banking conferences or functions are excluded, i.e., PBA, ABA, IBAA, etc.

Employees and directors of Riverview are expected to participate in entertainment and amenities of reasonable cost to facilitate business. Payment by anyone other than the bank of excessive costs or travel not customary or within acceptable business practice must not be accepted. Any questionable circumstances must be reported to your immediate supervisor.

Conflict of Interest and Code of Ethics Policy

Tickets for sporting, cultural or other events purchased by the bank are to be used in entertaining potential or actual customers, vendors, or others for business purposes only. If it is determined that the tickets will not be used, an officer may offer them to someone else at his or her discretion within a reasonable period of time.

EXTERNAL INVOLVEMENT

While the Bank encourages its employees and directors to be involved in outside activities, including charitable and political functions, federal law prohibits Riverview from making political contributions. At no time will employees or directors solicit other employees and directors for political contributions or coerce others into contributing to any organization. Conduct must not give the perception that benefit to the Bank or connections are sought or desired.

Additionally, offers of directorship to any outside organization that has or desires a business relationship with Riverview, or to any institution within the financial industry, must be reported to Executive Management prior to acceptance.

Capitalizing on opportunities for personal gain or compensation outside of that provided by the Company for the performance of services is strictly prohibited. Employment outside and in addition to employment at Riverview requires prior approval from the Human Resource Department.

CONSULTATION

Refer any questions regarding proper conduct to an immediate supervisor. Actions or acceptance of gifts that are not specifically mentioned above must be reviewed as to intent and purpose. Employees and directors should ask themselves: "If a situation were to be made public, would my conduct be embarrassing or come into question?"

CONDUCT OF INSIDERS

12 CFR § 215, or federal Regulation O, defines "insiders" as directors, executive officers, and principal shareholders. These people must take care that their conduct does not violate rules relating to self-dealing and personal gains. At no time are members of this group allowed to take advantage of their position in the bank for personal profit or influence over credit and other decisions with regard to their business or personal interests.

Directors and officers are prohibited from being involved in the loan approval process of insiders who may benefit directly or indirectly from the decision to grant credit. This prohibition extends to professional relationships with any company or firm receiving remuneration because of the decision to grant credit.

Decisions regarding the sale or purchase of bank assets and services must be made in the best interest of the bank, with no influence on insiders resulting from gifts, entertainment, or gratuities. All conduct of such business must be at "arm's length."

DISCLOSURES

Employees, officers, and directors of Riverview must make annual disclosures of any relationships, receipt of gifts beyond what is authorized, compensation, policy exception, or other situations leading to possible conflicts in the following manner:

- Employees: Report to the Human Resources Department
- Officers: Report to the President and Chief Executive Officer
- President and Chief Executive Officer and all Directors: Report to the Governance Committee.

Conflict of Interest and Code of Ethics Policy

Directors, principal shareholders, and executive officers must make annual disclosures to the entire Board of any actual and potential conflicts of interest and any potential conflicts of their related interests.

TRANSACTIONS WITH RIVERVIEW

All employees and directors must transact all personal financial business with Company following the same procedures that are used by customers and from the customer side of the window or desk.

Employees may overdraw their personal checking account, but only up to the amounts established under the Bank's Overdraft Protection Program (ODP); or in accordance with an automatic system for transfer of funds from another account or a written, pre-authorized, interest-bearing extension of credit that specifies a method of repayment. Employees should be extremely careful not to permit overdrafts to occur which may exceed the limits established under the ODP. Repeat violators will be subject to the Disciplinary Procedure as outlined in the Employee Handbook. Violation of this policy may also be a violation of state and federal laws, and therefore, subject any violator to certain civil and criminal penalties. Employees are encouraged to apply for an overdraft line of credit to ensure compliance. Executive officers and directors are not eligible for ODP and therefore, should also consider applying for an overdraft line of credit to ensure compliance. Intentionally holding cash items to prevent an overdraft is prohibited for an Executive Officer or Director.

All applicable fees, including overdraft charges, will be assessed on all accounts of directors, principal shareholders, and executive officers. At no time will overdraft fees be waived, unless they are a direct result of a transaction processing error.

Processing Personal Transactions (Loan or Deposit). In adherence with sound internal control policy, please note the following policy/procedures regarding the processing of employee personal and related party transactions.

- Employees may not process transactions or waive or reverse fees or service charges for themselves, their immediate family or on accounts over which they have any ownership interest, control or signing authority. This includes transactions for a business if the employee owns that business.
- All personal employee transactions must be directed for processing through a teller window and subsequent teller machine validation
- If using the debit/credit transaction memos, remember they must be initialed by appropriate personnel
- To do otherwise is a control deficiency (e.g. lack of segregation of duties, incomplete/missing paper audit trail)

ACCURACY OF RECORDS

The Company maintains an extensive system of internal controls in order to provide reasonable assurance that assets are safeguarded, and all transactions are properly recorded. Employees shall always adhere to established accounting rules and audit controls. All records shall accurately reflect transactions in a timely manner. Incorrect or misleading entries shall be corrected immediately. Falsification of records or transactions shall be grounds for termination. In accordance with the Sarbanes-Oxley Act of 2002, it shall be unlawful for any director or officer of the Bank or any other person acting under the direction thereof, to take any action to fraudulently influence, coerce, manipulate, or mislead any independent certified public accountant engaged in the performance of an audit of the Corporation's financial statements for the purpose of rendering such statements materially misleading.

PROTECTION AND PROPER USE OF RIVERVIEW ASSETS

Employees have a duty to protect and conserve Company property and to ensure its use for proper purposes. Employees of the Company are to take care of and have a responsibility to safeguard the

Conflict of Interest and Code of Ethics Policy

property of the Company within reason. However, at no time is an employee to put his/her person at risk to safeguard this property. Employees, officers and directors will comply with all internal control procedures established by the institution for the safeguarding of assets and proper reporting and disclosure of financial information.

RELATIONSHIPS WITH CLIENTS, AUDITORS, EXAMINERS AND ATTORNEYS

Employees shall act in a professional manner at all times when representing the Company. In dealing with the Company's clients, employees shall use prudent judgment and exercise good faith. Employees shall avoid situations that would generate a conflict of interest. Transactions with clients shall always be conducted at "arm's length." Employees, officers and directors are expected to respond honestly and candidly when interacting with the Company's independent and internal auditors, regulators and attorneys.

EMPLOYMENT OF RELATIVES

It is the policy of the Company not to employ a husband and wife or an immediate family member of an employee or director to work full-time in the same office or department of the Company. This policy may extend to different offices and departments, depending on the nature of the work involved and the potential for conflict of interest. Should one employee marry another, thereby creating a conflict, one employee may be transferred to a non-conflicting position if one is available. If another position is not available, the couple may decide who is to relinquish employment. Relatives may be hired if the work is of a temporary or part-time nature.

PRE-EMPLOYMENT BACKGROUND CHECKS

In order to help ensure the employment of qualified, capable and honest officers and employees, Executive Management, through the Human Resources Department, shall utilize position appropriate pre-employment background screening techniques to scrutinize individuals seeking positions with the Company. With respect to the engagement of vendors and contractors which will be used by the Company, the Service Provider/Vendor Management Policy will be adhered to.

TRAINING AND ACKNOWLEDGEMENT OF POLICY

Executive Management, through the Human Resource Department shall ensure that information contained in the Policy is relayed to all employees and directors in periodic training. Everyone will be provided with a copy of the Policy and will be required to acknowledge receipt thereof.

CONSEQUENCES OF NONCOMPLIANCE

As previously stated, failure to comply with this policy may result in the termination of employment. The action taken will be commensurate with the seriousness of the conduct and an evaluation of the situation.

All violations of this policy will be brought to the attention of the Human Resource Department or the Governance Committee of the Board of Directors through the Chief Risk Officer for appropriate action.

PROCEDURES

Executive Management is responsible for developing and implementing procedures to ensure proper disclosure as required by this policy. Executive Management is also responsible for maintaining documentation of compliance with this policy.

On an annual basis, the Compliance Department will conduct a review of procedures, documentation, and minutes of the Board of Directors meetings to test for compliance with this policy. It will report its findings to the Governance Committee of the Board of Directors.

Conflict of Interest and Code of Ethics Policy

Reporting of Other Unusual, Suspicious or Illegal Activity or Suspected Violations of the Code of Ethics and Business Conduct and Protection Against Retaliation.

What Must Be Reported. Directors, officers and employees must promptly report any unusual, suspicious or illegal activity or suspected violations of this Policy. Failure to report a violation can lead to disciplinary action against the person who failed to report the violation which may be as severe as the disciplinary action against the person who committed the violation. Unusual, suspicious or illegal activity may include illegal acts (such as fraud or misappropriation of funds), harassment or coercive acts, obstruction of proper bank reporting, violations of the Bank Secrecy/USA Patriot Act (such as money laundering, funds transfers to specially designated nationals or structuring transactions to avoid reporting requirements), or any other violations of the Policy.

If an employee believes that he or she has violated the Code or any applicable law or regulation, he or she must report the violation so that the Company can take appropriate action. The fact that he or she has reported the violation will be given consideration in determining appropriate disciplinary action, if any. In many cases, a prompt report of a violation can substantially reduce the adverse consequences of a violation for all involved.

If an employee becomes aware that another employee, of whatever level of seniority, has, in all likelihood, violated the Code, including any law or regulation applicable to the Company's businesses, that employee has a duty to report that violation so that the Company can take steps to rectify the problem and prevent a recurrence. The employee has a duty to report the suspected violation if he or she believes that a violation occurred. Absolute certainty is not the standard. If an employee has any question about his or her obligation in a particular situation, he or she should contact his or her immediate supervisor, the Director of Human Resources, or Executive Management.

Any employee of the Company may submit a good faith complaint regarding accounting for auditing matters to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Risk and Compliance Committee will oversee treatment of employee concerns in this area. Employees may also contact Lighthouse Services at 1-844-300-0044 or email: reports@lighthouseservices.com

Protection Against Retaliation. Retaliation in any form against an individual who makes a good faith report of a suspected violation of this Code or of law (even if the report is mistaken), or against anyone who assists in the investigation of a reported violation, is itself a serious violation of this Code. Acts of retaliation will not be tolerated and should be reported immediately. The Nomination and Governance Committee or the Audit Committee, as appropriate (depending on the nature of the allegations and positions of the individuals involved) will conduct a full investigation and will take appropriate disciplinary action against anyone engaging in retaliatory conduct. In addition, any employee who discourages or prevents other employees from making such reports or seeking the help or assistance they need, will be subject to disciplinary action.

Whistleblower Policy. The Company's Whistleblower Policy, which is incorporated herein by reference, provides detailed guidance regarding reporting suspected violations. All directors, officers, and employees are expected to follow this guidance.

WAIVERS OF THE CODE

From time to time, the Company may waive some provisions of this Code. Any employee, officer or director who believes that a waiver is appropriate should contact Executive Management, the Board of Directors' Governance Committee Chairman, or the Chairman of the Board of Directors. Under the rules

Conflict of Interest and Code of Ethics Policy

of The Nasdaq Stock Market, LLC, any waiver of the Code for executive officers or directors of the Company may be made only by the affirmative vote of a majority of the Riverview Directors, and must be disclosed promptly to shareholders, along with the reasons for the waiver, within four business days. In addition, any amendment or waiver (including an implicit waiver) of this Code that applies to Riverview's principal executive officer, principal financial officer, principal accounting officer or controller, or person performing similar functions shall be disclosed in a Form 8-K filed by Riverview or posted on its Internet website within four business days of such amendment or waiver. The disclosure shall include a brief description of the nature of the amendment or waiver, and in the case of a waiver, the name of the person to whom the waiver was granted and the date of the waiver. Such disclosure will be required with respect to any material departure from a provision of this Code, or the failure by the Company to take action within a reasonable period of time regarding a material departure from a provision of this Code. No disclosure in a Form 8-K or by posting on Riverview's Internet website, however, will be required for technical, administrative or other non-substantive amendments of this Code. If Riverview discloses amendments or waivers to this Code by means of a posting on its Internet website, then it shall previously have disclosed, in its most recent annual report filed with the SEC, its Internet website address and the fact that it intends to disclose such amendments and waivers on its Internet website.

Use of Technology. The Company's Technology Usage Policy, which is incorporated herein by reference, provides detailed guidance regarding acceptable use of the Company's computer information systems and networks, including use of e-mail. All directors, officers, and employees are expected to follow this guidance.

Acting on Behalf of Customers. Employees are not permitted to act, without the prior written approval of their supervisor, as an executor, administrator, trustee, guardian or conservator, or in any other fiduciary capacity, for a customer of the Company. An exception to this policy may be made if the staff member requests permission to act as a fiduciary for a family member. However, even these situations require the prior written approval of the employee's supervisor. Employees must not sign on customers' accounts, act as co-renters of customers' safe boxes, or otherwise represent customers, other than customers related to the staff member by blood or marriage. With respect to accounts of such relatives, staff members should make no decisions outside of normal deposit and check writing activities, i.e., they should not approve overdrafts, waive service charges, etc.

Giving Advice to Customers. Employees may occasionally be asked by customers to comment upon the legality of a particular transaction. Since the Company cannot practice law or give legal or tax advice, employees must exercise care in discussing transactions with customers and nothing should be said that might be interpreted as the giving of legal or tax advice.

Receipt of Legal Documents or Subpoenas. Any staff member who receives a legal document of any kind relating to the Company, including but not limited to subpoenas, requests for documents, demand letters, summonses or correspondence from attorneys that appear to be legal in nature, shall immediately contact the Corporate Secretary for instructions. Under no circumstance shall any staff member release any confidential customer information to any outside party in response to such a request (whether oral or written) without the approval of Executive Management or their designee(s) as determined by the individual request circumstances.

Conflict of Interest and Code of Ethics Policy

ACKNOWLEDGEMENT OF POLICY

I, _____, have read, understand and received adequate training on all aspects of the Code of Ethics and Conflict of Interest Policy. *In addition, as it may apply to me as a Director or Executive Officer, I have also read, understand and received adequate training on all aspects of the Regulation O Policy.* As indicated by my signature below, I agree to adhere to its/their contents.

Date

Signature