



SERVICE RUNS DEEP

Code of Business Conduct and Ethics

(Code of Conduct, Conflicts of Interest, Bank Bribery Act & Whistleblower Policies)

Board presented: October 20, 2021

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I. POLICY STATEMENT

It is the policy of River Bank & Trust (the "Bank"), to fully comply with the spirit and intent of all applicable laws and regulations. The Bank expects its directors, officers and employees to use good judgment and high ethical standards and to refrain from any form of illegal, dishonest, or unethical conduct.

MISSION STATEMENT

As a trusted partner and friend, River Bank & Trust helps our neighbors and the businesses in our communities reach their financial goals.

II. APPLICABILITY

This Policy applies to all officers and employees of River Bank & Trust, and all members of the Bank's Board of Directors.

III. CODE OF BUSINESS CONDUCT AND ETHICS

The Code of Business Conduct and Ethics ("Code") is a statement of River Bank & Trust's values and ethical standards. The Bank requires all of its employees, officers and directors to adhere to this Code. It is the guide we follow to protect our most valuable asset, the reputation of the Bank.

Through this Code we endorse the following principles:

- Compliance with all applicable governmental laws, rules, and regulations, and Bank policies is imperative to River Bank & Trust's success and is required of every employee, officer and director.
- The decisions we make and the actions we take are proper and have a high sense of integrity on how they may appear to others.
- We are honest, trustworthy, ethical, and fair in our actions and relationships with and on behalf of the Bank. We avoid situations in which our personal interests conflict, may conflict, or may appear to conflict, with the interest of the Bank or its customers.
- Our business is based on a fair and free, competitive market process, which results in the Bank's earning a profit by providing customers with appropriate financial products and services.
- We protect proprietary and confidential information at all times and in accordance with applicable laws.
- We keep customer information secure at all times.
- We act professionally and respect the dignity of others.
- We contribute to the effectiveness of the Code and will notify our immediate supervisor or other appropriate persons as set forth herein if violations or possible violations are observed.
- We maintain sound personal financial conditions by exercising good judgment in our own financial affairs.

Employees, officers and directors must apply this Code's principles in all business dealings and in every aspect of employment by or directorship with the Bank. These principles must apply to all communications in all media, including but not limited to e-mail and social media.

Employees, officers and directors must consider their actions in light of how they may be interpreted by others and whether they are behaving appropriately and performing in the best interest of the Bank.

IV. CONFLICTS OF INTEREST

A conflict of interest is defined as an employee, officer, or director's involvement in outside interests, which might either conflict with the fiduciary duty to the Bank or adversely affect the employee, officer or director's judgment in the performance of his/her responsibilities.

It is almost always a conflict of interest for a Bank employee to work simultaneously for a competitor, customer or supplier, including work as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

A management official of the Bank generally may not be a management official of an unaffiliated depository institution or depository holding company if it would violate the management official interlocks prohibitions of the Bank's regulators.

It is the Bank's policy that all employees, officers, and directors not engage in personal conduct that will conflict with the interest of the Bank. It is important to avoid even the appearance of a conflict of interest, since the appearance can be as damaging to the Bank's reputation as an actual conflict.

Conflicts of interest are prohibited as a matter of Bank policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or higher levels of management. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel.

V. DISCLOSURE REQUIREMENTS OF CONFLICTS OF INTEREST

Full Disclosure. Full disclosure by directors, officers, and employees of their outside or personal involvement in any project or business activity that could pose a conflict of interest with their fiduciary duties of care and loyalty to the Bank will be made to an Executive Officer and/or Board of Directors.

Board Consideration. Specific consideration by the Board of Directors whenever a potential conflict of interest is present in any proposed loan or other transaction or relationship the Bank may enter into will be documented in the Board's deliberation and decision in the minutes.

Employee Consideration. All employees are required to notify their supervisor or any senior manager if they feel that they may have or have the appearance of placing him/herself in a conflict of interest situation.

VI. PROTECTING CORPORATE ASSETS

Directors, officers, and employees are responsible for safeguarding the tangible and intangible assets of River Bank & Trust, its customers, suppliers, and distributors that are under our control. Bank assets may not be used for personal benefit except where

permitted by the Bank with local practices and laws. Assets include cash, securities, business plans, customer information, supplier information, distributor information, intellectual property (computer programs, models, and other such items), physical property, and services.

The Bank's telephone, e-mail, and voice-mail systems are primarily for business purposes. You may not use these systems in a manner that could be harmful or embarrassing to the Bank.

Copying, selling, using or distributing information, software, and other forms of intellectual property is a violation of license agreements and is strictly prohibited.

Misappropriating of corporate assets is a breach of your duty to the Bank and may constitute an act of fraud. In addition, carelessness and waste in regard to any Bank asset is also a breach of your duty to the Bank.

VII. PROPER USE AND CARE OF INFORMATION

River Bank & Trust recognizes its obligation to shareholders, customers, and employees to ensure protection of the confidentiality and integrity of all forms of data and information. Employees, officers and directors must maintain confidentiality of information even after they leave the Bank. Misuse of confidential information, such as insider trading, trading upon material non-public information, and disclosing confidential information is strictly prohibited.

All entries to books and records must be accurate, in accordance with established accounting and record-keeping requirements and sound accounting controls.

A. Inside information

If an employee, officer, or director is aware of any material information relating to the Bank that has not been made public, he/she must not disclose the information to any other person without prior authorization from the Bank or trade directly or indirectly in the Bank's stock.

It should be assumed the information is material if an investor might consider the information to be important in deciding whether to buy or hold securities in the Bank.

B. Departure from the Bank

If an employee leaves the Bank for any reason, he/she may not disclose in any way, directly or indirectly, confidential information about the Bank, or its customers. All files, records, documents, information, data, software, and similar items shall remain the exclusive property of the Bank and shall not be removed from the Bank's premises upon departure from the Bank. Upon departure from the Bank, you must assist and/or cooperate in any investigation, which occurred, during your employment.

VIII. COMPLIANCE WITH LAWS, RULES, REGULATIONS

You must conduct yourself at River Bank & Trust and all of its functions or when acting on its behalf in a manner which is in full compliance with all applicable governmental laws, rules and regulations, as well as with all of Bank's other policies and procedures. Activity or behavior which would be criminally or civilly actionable is deemed not to be in compliance. In no case shall an employee or director use illegal (theft, bribery, misrepresentation, or espionage) or unethical means or methods when acting on behalf of the Bank.

Employees, officers and directors of the Bank must not participate in any illegal or criminal activity. Any employee who has been convicted of or pleaded guilty to a felony or who has been sanctioned by a regulatory agency must immediately report the information in writing to the Bank's President.

IX. BANK REPORTING

It is of critical importance that River Bank & Trust's filings with, banking regulators and other regulatory agencies and authorities, as well as, its other public communications be full, fair, accurate, timely, and understandable. Depending on your position with the Bank, you may be called upon to provide necessary information to assure that the Bank's filings and public reports meet these standards. The Bank expects employees, officers, and directors to take this responsibility very seriously and to provide prompt, accurate answers to inquiries related to the Bank's filing and public disclosure requirements.

X. DEALING WITH CUSTOMERS, PROSPECTS, SUPPLIERS, AND COMPETITORS

All dealings with customers, prospects, suppliers, and competitors must be conducted in accordance with laws, regulations, and terms which are fair and in the best interest of the Bank. Employees, officers, and directors must not allow personal relationships to influence business decisions. Every employee who approves or can influence customer transactions must adhere to the Bank Secrecy Act, OFAC, and USA Patriot Act and understand the Customer Information Program.

A. Receipt of Gifts, Gratuities, and Entertainment

It is inappropriate for employees, officers, or directors to seek or accept, directly or indirectly, for his/her use or benefit, from any individual or company doing business with the Bank, any of the following:

- Cash payments of any kind,
- Loans of money, except contractual loans from another financial institution in the normal course of business,
- Gifts of more than \$100 in value, except in connection with holidays or other recognized occasions where the making of gifts is accepted business practice and where the value of the gift is appropriate to the occasion,
- Bequests or legacies from any estate or trust, fiduciary or power or attorney for a customer or lender of the Bank, except for relatives. Any exceptions other than a relative will be approved by the Board of Directors.

If an employee should have any doubts on whether to accept a gift, they should consult the Bank's Chief Executive Officer or President for guidance. In the case of Executive Management and Board Members, they should consult the Audit

Committee Chairperson.

B. Providing of Gifts, Gratuities, and Entertainment

It is also inappropriate for an individual to offer or provide, directly or indirectly, for personal use or benefit, to any party with whom the Bank is doing or seeking to do business, or who may be in a position to influence the business or financial interest of the Bank, any item specified above.

It is inappropriate to offer any gifts or gratuities to any government official unless the gift is given entirely in the context of a personal friendship and cannot be considered as part of an attempt to influence the person or appear improper.

C. Extensions of Credit to Relatives or Interested Parties

No employee shall make or approve loans to companies in which he/she or a member of their immediate family has an interest as a director, officer, or controlling person.

D. Personal Investments

With the exception of securities listed on a national securities exchange or traded over-the-counter, investments by employees or their immediate families in the business of any Bank customer or supplier is prohibited.

E. Employees' Personal Finances

An employee may not borrow from or lend personal funds to a customer, supplier, or to another employee of the Bank. Additional restrictions can be found in the Loans to Insiders- Regulation O Policy.

An employee should keep his/her account in good standing and conduct his/her financial affairs in such a manner as to avoid regulatory or auditing criticisms or concerns. For example:

1. Do not transact on your own account.
2. Do not refund fees to your own account.
3. Do not do transactions for family members.
4. Do not allow your account to be excessively delinquent or in an overdraft. (See Employee Policy & Procedure manual for more information on disciplinary actions)

F. Transactions on Employee Accounts

Under no circumstances shall an employee process or approve transactions related to his/her own account. In addition, whenever feasible, transactions of relatives or friends should be referred to another employee to process the transaction.

G. Secondary Employment

The Bank discourages employees from holding a second job that interferes with their responsibilities at the Bank. Each employee is required to notify his/her supervisor in advance of accepting any other employment to ensure there is no conflict of interest. Employees who already have second jobs should so inform their supervisor.

XI. TREATING PEOPLE WITH RESPECT

It is River Bank & Trust's policy to treat people fairly and with respect. All employees, officers and directors must deal with current and prospective customers, suppliers, visitors, and other employees without any discrimination because of race, color, creed, religion, sex, national origin, ancestry, citizenship status, age, marital status, sexual orientation, gender, physical or mental disability, veteran status, liability for service in the Armed Forces of the United States, or other classification prohibited by law. Managers must create an environment free of harassment and discrimination. Managers and employees who violate laws and Bank policies regarding fairness and respectful treatment of others are subject to disciplinary action, which may include termination. Any person who believes that an act of harassment or discrimination has occurred must report the incident immediately.

XII. ADMINISTRATION OF THE CODE OF BUSINESS CONDUCT AND ETHICS

It is the responsibility of each employee, officer, and director to be familiar with this Code. Supervisors/managers are expected to make every reasonable effort to ensure that their staffs conduct themselves in a manner consistent with these guidelines.

The Board of Directors has the exclusive responsibility for the final interpretation of this Code. The Audit Committee can recommend clarifications or necessary changes to this Code to the full Board for approval.

Every possible situation cannot be anticipated in this Code or other such policies. Senior management shall administer the Code on a day-to-day basis and determine matters of interpretation, subject to any final interpretation by the Board of Directors. The continued implementation of this Code shall be accomplished by reviews from the Compliance, Internal Audit, and Human Resources functions.

Employees are strongly encouraged to seek the advice of the appropriate supervisor regarding questions of interpretation and of the applicability of the provisions of the Code to a particular situation.

All employees, officers, and directors shall acknowledge that they have read and understand the Code and shall sign an Acknowledgment at the end of this Code.

XIII. WHISTLEBLOWERS

Federal regulations include a provision for protection of any employee who gives information on violations by federally insured banks to any federal banking agency or to the Department of Justice. Basically, the employee may not be discharged or discriminated against for that reason "with respect to compensation, terms, conditions, or privileges of employment". Naturally, the employee does not qualify for this protection if they deliberately participated in the wrongdoing or "knowingly or recklessly provided substantially false information."

River Bank & Trust's Code of Conduct ("Code") requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Bank, we must practice

honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with the Whistleblower Policy.

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Bank prior to seeking resolution outside the Bank.

Employees should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor, you are not satisfied with your supervisor's response, or you consider your concern to be of such consequence (i.e., illegal or unethical conduct, including, but not limited to accounting discrepancies, auditing matters and any other fraudulent activity) that supervisory reporting is not sufficient, you are encouraged to report to the Chairman of the Bank's Audit Committee.

It is recommended that notification should be submitted in writing to the Chairman of the Bank's Audit Committee at:

Mr. Murray Neighbors
1434 Falls Crest Drive
Auburn, AL 36830
au1817@yahoo.com

However, if you are uncomfortable submitting a notification in writing, you may contact the Chairman of the Audit Committee at: (256) 212-4088

All complaints will be taken seriously and addressed promptly, discreetly and professionally. Complaints may be submitted anonymously if the employee does not wish their identity to be known. After the complaint is investigated and addressed, it should be forwarded to the Bank's Complaints Officer and it shall be placed in a locked file cabinet. The Chairman of the Audit Committee shall reserve the right not to send a complaint to the Complaints Officer if he deems it inappropriate to do so.

River Bank & Trust has contracted with an independent third party if you are uncomfortable communicating a concern in person. You can report it anonymously by calling the Report it toll free hotline at 1-877-778-5463 or via internet at www.reportit.net. Our username is Riverbank and our password is Riverbank1. It is available 24 hours a day, 7 days a week and 365 days a year.

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith. Any allegations which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

All Bank employees should sign an acknowledgment that they have read and understand the contents of this Policy.

XIV. WAIVERS

Any waivers of this Code for executive officers or directors may be made only by the Board of Directors of the Bank upon the recommendation of the Audit Committee. Any amendment to or grant of a waiver from a provision of this Code to any director or executive officer will be promptly filed and/or disclosed to the public to the extent and as required by all applicable securities or other laws, rules or regulations or the requirements applicable to NASDAQ issuers or such other exchange or system upon which Bank's securities are listed, quoted or traded, as applicable. Any waivers of this Code for other personnel may be made by the Chief Executive Officer or President.

XV. COMPLIANCE PROCEDURES

All employees, officers, and directors have a responsibility to understand and follow the Code of Business Conduct and Ethics and to report any violations thereof. In addition, all employees, officers, and directors are expected to perform their work with honesty and integrity in any areas not specifically addressed by the Code. A violation of this Code may result in appropriate disciplinary action including the possible termination from employment with the Bank, without additional warning.

The Board of Directors of the Bank has the exclusive responsibility for the final interpretation of this Code of Business Conduct and Ethics. The Code may be revised, changed, or amended at any time by the Board of Directors of the Bank.

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the concern.
- Discuss the concern with your immediate supervisor. This is the basic guidance for all situations. In many cases, your immediate supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve issues.
- Seek help from Bank resources. In the rare case where it may not be appropriate to discuss an issue with your immediate supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it with a Human Resources representative. If that also is not appropriate, you may communicate any violations of this Code either anonymously or by name to the Board of Directors, if your complaint has to do with accounting, internal accounting controls or auditing matters see Section XIII above (Whistleblowers) with respect to appropriate contact personnel.

XVI. PROTECTION AGAINST RETALIATION

Retaliation in any form against an individual who reports a violation of this Code of Business Conduct and Ethics or of law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this Code. Acts of retaliation should be reported immediately and will be disciplined appropriately.

XVII. Disclosure Form – Offer or Acceptance of Something of Value Request

**DISCLOSURE FORM
OFFER OR ACCEPTANCE OF SOMETHING OF VALUE**

The undersigned hereby makes the following disclosure pursuant to River Bank & Trust's Code of Business Ethics Policy.

(1) Name of person offering or giving the gift and his/her company affiliation;

(2) Nature of gift/item: _____

(3) Value of gift: _____

(4) Circumstances surrounding the offering or receipt of the gift: _____

Date

Printed Name

Signature

Approved By:

XVIII. Employee / Director Acknowledgement / Code of Business Conduct and Ethics Policy



I, the undersigned, hereby state that I have read, fully understand, and will comply with the above-referenced Code of Business Conduct and Ethics Policy. As an Employee, I understand that this acknowledgment in no way alters the at-will employment policies of the Bank.

Employee's / Director's Signature

Employee's / Director's Printed Name

Date