

**RIVERVIEW
FINANCIAL
CORPORATION**

and Its Subsidiaries

COMPENSATION COMMITTEE CHARTER

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COMPENSATION COMMITTEE CHARTER

Authorization

This Compensation Committee Charter (Charter) has been adopted by the Board of Directors (Board) of Riverview Financial and its Subsidiaries (Riverview).

Purposes

The Compensation Committee (Committee) is responsible for formulating, evaluating and approving the compensation of Riverview's executive officers (as that term is defined in section 240.3b-7 of 47 FR 11464, March 16, 1982, as amended at 56 FR 7265, February 21, 1991, and the rules and regulations promulgated thereunder (Exchange Act)), overseeing all compensation programs involving the issuance of the Riverview's stock and other equity securities of Riverview, reviewing and discussing with the Riverview's executive management the Compensation Discussion and Analysis and reviewing the Committee's report thereon for inclusion in Riverview's annual proxy statement in accordance with applicable rules and regulations.

Compensation Philosophy

The policies and underlying philosophy governing the Bank's executive compensation program, as endorsed by the Compensation Committee and the Board, are designed to accomplish the following:

- Maintain a compensation program that is equitable in a competitive marketplace.
- Provide opportunities that integrate pay with the Bank's annual and long-term performance.
- Encourage achievement of strategic objectives and creation of shareholder value.
- Recognize and reward individual initiative and achievements.
- Maintain an appropriate balance between short-term pay and long-term incentives.
- Allow the Bank to attract, retain, and motivate talented executives.

The Compensation Committee seeks to target executive compensation at levels that the Compensation Committee believes to be consistent with others in the banking industry.

Executive Benefits: Executive officers are eligible to participate in all welfare and benefit programs offered to employees. In addition, executives are eligible for non-qualified deferred compensation, supplemental life insurance, long-term care, automobile reimbursement, club membership, and any other executive prerequisites as approved by the Board.

Membership and Structure

The Committee shall be comprised of three or more members, all of whom must qualify as independent directors (Independent Directors) under Rule 5605(a)(2)

In order for options granted by this Committee to qualify for exemption from Section 16(b) of the Exchange Act, members of this Committee or any subcommittee appointed for such purpose must also meet the definition of Non-Employee Director as defined in Rule 16b-3 of the Exchange Act or any successor rule thereto.

The Committee members shall be appointed by the Board, upon recommendation of the Governance Committee. The Board shall appoint one member of the Committee as chairperson. The chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Committee chairperson is not present at a meeting, the remaining members of the Committee may designate an acting chairperson.

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The members shall serve for a term of one year or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by majority vote of the full Board. The Board shall have the authority to fill vacancies or add additional members to the Committee.

A member shall promptly notify the Committee and the Board if the member is no longer an Independent Director and such member shall be removed from the Committee.

A member shall promptly notify the Committee if the member is no longer a Non-Employee Director; however, such member shall not be required to be removed from the Committee unless he or she is no longer an Independent Director.

Meetings

Consistent with the Riverview's Articles of Incorporation, Bylaws and applicable state laws, the following shall apply:

- All committee members are expected to attend each meeting, in person or via telephone or video-conferencing.
- The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of Riverview and this Charter.
- The Committee shall meet at least annually and more frequently as circumstances require.
- The chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee.
- The chairperson, in consultation with other members of the Committee shall set the agenda of items to be addressed at each meeting and shall circulate the agenda to each member of the Committee in advance of each meeting.
- A majority of the members of the Committee shall constitute a quorum.
- The Committee may request that any directors, officers or employees of Riverview, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests, except that the Chief Executive Officer (CEO) and President of Riverview shall not attend any meeting of the Committee (or portion thereof) at which their compensation is voted or deliberated.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained by Riverview with the books and records of Riverview. The chairperson may designate an officer or employee of Riverview to serve as secretary to the Committee.
- Following each of its meetings, the Committee shall deliver minutes of the meeting to the Board, including a description of all actions taken by the Committee at the meeting.

Appraising the Performance of the Chief Executive Officer

The Committee in conjunction with the Executive Committee will complete a written performance evaluation of the CEO each year. The combined committees will meet with the CEO to discuss his or her strengths, weaknesses, review goals set at the beginning of the current year and to establish goals for the coming year. The combined committee will recommend to the Board of Directors the annual salary, bonus, stock options, and other benefits, direct and indirect, of the CEO.

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Compensation Report

The Committee shall review and discuss with management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402. Based on such review and discussion, the Committee shall determine whether to recommend to the Board of Directors that the Compensation Discussion and Analysis be included in the Riverview's annual report or proxy statement for the annual meeting of shareholders. The Committee shall provide, over the names of the Committee members, the required Compensation Committee report for the Riverview's proxy statement for the annual meeting of shareholders.

Responsibilities:

Executive Compensation

The Committee will be responsible for recommending to the Board the compensation of the Chief Executive Officer and all other Executive Officers of the Company.

Risk Assessment

The Committee shall assess bank compensation programs for risk that may materially affect the long-term viability of the Bank.

Oversight of Executive Compensation Programs

The Committee will review on an annual basis the Corporation's and the Bank's executive compensation programs to determine that they are properly researched and coordinated.

Oversight of Director Compensation Programs

The Committee shall recommend to the Board the compensation for directors (including retainer, committee and committee chair fees, stock options and other similar items, as appropriate).

Oversight of the Performance Incentive Compensation Plan

Prior to the beginning of each fiscal year, the Committee will review the Corporation's Incentive Equity & Deferred Compensation Plan, Stock Option Plan and the Bank's Incentive Compensation Plan to determine that they are properly structured.

Oversight of Employment Agreements

The Committee shall establish and recommend to the Board policy on employment agreements, severance arrangements and change in control agreements and provisions, as well as any special supplemental benefits.

Oversight of Staff Compensation Programs

The Committee will review on an annual basis the Corporation's and the Bank's salary administration program to determine that it is current and properly researched and coordinated. The Committee will review recommendations from the executive management and Director of Human Resources concerning the salary administration program and will then make recommendations to the Board of Directors.

Oversight of Staff Benefits Programs

The Committee will review on an annual basis the Corporation's and the Bank's benefit programs to determine that they are current and properly coordinated. The Committee will review recommendations from executive management and Director of Human Resources concerning benefit program adjustments and will then make its recommendations to the Board of Directors.

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Oversight of 401(k) Plan and Pension Plan

The Committee will appoint the trustees of the Bank's Employee 401(k) Plan. The Committee will monitor the Plans and will meet periodically with the trustee.

Subcommittees

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more of the members of the Committee. The Committee may delegate such authority to a subcommittee as the Committee deems appropriate, consistent with applicable law.

Investigations and Studies; Outside Advisors

The Committee may retain, at the expense of the Bank, compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Company must provide for appropriate funding as determined by the Compensation Committee for payment of reasonable expenses. The Compensation Committee must take into consideration any conflicts of interest outside consultants may have with the Bank's Executive Officers or the members of the Compensation Committee as outlined in Rule 5605(d)(3)(D).