

# LUXURY EXPENDITURE POLICY

This policy is intended to fulfill the requirements of the executive compensation and corporate governance provisions of section 111 of the Emergency Economic Stabilization Act of 2008 (EESA), as amended by the American Recovery and Reinvestment Act of 2009 (ARRA), as implemented by the United States Department of the Treasury in its Interim Final Rule, 31 CFR Part 30, effective June 15, 2009 (the “Rule”). The Rule requires each recipient of funds under the Capital Purchase Program (CPP) of the Troubled Asset Relief Program (TARP) to have in place a company-wide policy regarding excessive or luxury expenditures.

It is the policy of RiverHills Bank (Bank) to adhere to the following principles and practices related to excessive or luxury expenditures.

Excessive or luxury expenditures are defined as excessive expenditures on any of the following to the extent such expenditures are not reasonable expenditures for staff development, reasonable performance incentives, or other similar reasonable measures conducted in the normal course of RiverHills Bank’s business operations: (1) entertainment or events; (2) office and facility renovations; (3) aviation or other transportation services; and (4) other similar items, activities, or events for which the Bank may reasonably anticipate incurring expenses, or reimbursing an employee for incurring expenses.

Excessive or luxury expenditures are prohibited. All expenditures by RiverHills Bank must have a legitimate business purpose, follow a defined approval process, and be reasonable in nature and amount as determined in accordance with this policy by the Board of Directors or by the Bank’s executive management (“Executive Management”), which consists of the Chairman and Chief Executive Officer, Presidents, Executive Vice-President, and such other officers as the Board of Directors may from time to time designate as executive officers.

Executive Management shall be responsible for implementing adequate controls to ensure that all expenditures made by RiverHills Bank are for legitimate business purposes, are reasonable in nature and amount, and are not excessive. Expenditures that would not serve legitimate business purposes or are not reasonable in nature and amount shall not be approved under any circumstances.

## 1. Entertainment and Events

Legitimate expenditures for entertainment and events may include, but are not limited to, the following expenditures:

- Investor relations trips, conferences, and meetings.
- Annual shareholders meetings.
- Board of Directors meetings, both on and off site.
- Management or employee meetings called by appropriate Bank personnel for legitimate business purposes.
- Conferences, classes, or other professional development activities.
- Training and development events to improve participants’ job-related skills and to increase participants’ familiarity with the Bank’s products, services, procedures, policies, and corporate values.
- Employee recognition programs to motivate and reward employees for achievement and productivity.
- Customer meetings or Bank-sponsored events to offer RiverHills Bank’s products or services, to obtain feedback, to show appreciation to customers or for other legitimate business purposes.
- Events that advance charitable or civic purposes where RiverHills Bank can enhance its public image in its market while supporting the local community and fulfilling its obligation for good corporate citizenship.

All such expenditures must be for legitimate business purposes and be reasonable in nature and

amount. Entertainment and event expenditures of more than \$1,000 must be approved in advance by a Bank Officer. Entertainment and event expenditures of more than \$10,000 must be approved in advance by a member of Executive Management. Entertainment and event expenditures of more than \$200,000 must be approved in advance by the Board of Directors.

All entertainment and event expenditures shall be properly documented. Entertainment and event expenditures of more than \$50,000 must be supported by a written business proposal identifying the specific business purpose or purposes and the anticipated benefits to the Bank, which written proposal shall be submitted in advance to the appropriate approval authority.

## **2. Office and Facility Renovation**

Legitimate expenditures for office and facility renovation may include, but are not limited to, expenditures made to accomplish the following:

- improve customer service,
- enhance operating or financial performance,
- remediate unsafe or unsightly premises, and
- update worn or dated materials.

All such expenditures must be for legitimate business purposes and be reasonable in nature and amount. Office or facility renovation expenditures of up to \$250,000 must be approved in advance by a member of Executive Management. Office or facility renovation expenditures of \$250,000 or more must be approved in advance by the Board of Directors.

Any office or facility renovation expenditure of more than \$50,000 must be supported by a written business proposal identifying the specific business purpose or purposes for such renovation, which written proposal shall be submitted in advance to the entity authorized by this policy to approve such expenditure.

## **3. Aviation or Other Transportation Services**

Reasonable efforts should be made to secure the best available fare when making air travel reservations for Bank personnel performing Bank business. Air travel reservations may allow such travel to occur at a reasonable time and with a reasonable amount of convenience.

All air travel should be coach class unless the duration of the trip or the circumstances of the travel warrant first class or business class travel. Any expenditure for first class or business class travel must be approved in advance by a member of Executive Management.

When performing RiverHills Bank business, Bank personnel may utilize ground transportation appropriate in the circumstances, such as taxis, limousines, Uber, Lyft, airport/hotel shuttles or rental cars. Whenever multiple personnel of the Bank are traveling together, reasonable efforts should be made to share ground transportation so as to minimize costs to the Bank.

## **4. Other Activities or Events**

In the normal course of business, RiverHills Bank provides expense reimbursement to employees for business related expenses in reasonable amounts. To be reimbursed for such legitimate business expenses, the employee must comply with the documentation requirements, approval processes, and other relevant requirements as set forth in the Internal Revenue Code and RiverHills Bank's expense reimbursement policies and procedures.

Other similar items, activities or events for which the Bank may incur expenses or reimburse an employee for incurring expenses, which are not specifically addressed elsewhere in this policy (e.g., performance incentives) must be for legitimate business purposes and reasonable in nature and amount.

All meetings or events attended by senior executive officers (as defined by applicable Treasury Department guidelines) and/or members of the Board of Directors shall be appropriately documented

and devoted to specific business purposes. Participating senior executive officers and members of the Board of Directors shall be responsible for any expenses incurred for nonbusiness related activities and shall promptly reimburse RiverHills Bank for any such expenses.

### **Consequences of Violation of Policy**

Violations or departures from the requirements of this policy shall be deemed to be violations or departures from the requirements of the Bank. Accordingly, any employee determined to have violated or departed from the requirements of this policy will be subject to disciplinary action up to and including termination.

### **Required Reporting**

Violations or departures from the requirements of this policy shall be promptly reported to a member of Executive Management. Violations or departures from the requirements of this policy by a member of Executive Management should be promptly reported to the Board of Directors.

Appropriate members of Executive Management shall certify the Bank's compliance with this policy as required from time to time by applicable law.

Adopted by the Board of Directors