

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
OF
AMERICAN RIVIERA BANCORP

To Be Held June 15, 2023

This proxy statement ("Proxy Statement") is furnished in connection with the solicitation of proxies to be used by the Board of Directors of American Riviera Bancorp (the "Company") at the Annual Meeting of Shareholders of the Company currently scheduled to be held at American Riviera Bank, 1033 Anacapa Street, Santa Barbara, California 93101, on Thursday June 15, 2023 at 5:30 p.m., and at any adjournments thereof (the "Meeting").

The matters to be considered and voted upon at the Meeting will include:

1. ELECTION OF DIRECTORS. To elect the following nine (9) directors of the Company to serve as directors of the Company until the next Annual Meeting of Shareholders and until their respective successors are elected and have qualified:

Darren D. Caesar	Joe Campanelli
Elizabeth Cholawsky	Jeff DeVine
Leonard Himelsein	Jody Dolan Holehouse, CPA
Weldon U. Howell, Jr., Esq	Lawrence Koppelman
Douglas Margerum	

2. RATIFICATION OF THE SELECTION OF CROWE LLP AS THE COMPANY'S INDEPENDENT AUDITORS: To ratify the selection of Crowe LLP as the Company's independent registered public accounting firm, as described in Proposal 2 herein.

3. OTHER BUSINESS. To consider and transact such other business as may properly come before the Meeting and any adjournment or adjournments thereof.

This Proxy Statement and the accompanying form of proxy are being mailed on approximately Monday, May 8, 2023, to all persons who were shareholders of record as of Thursday, April 6, 2023.

Revocability of Proxies

A form of proxy for voting your shares at the Meeting is enclosed. Any shareholder who executes and delivers a proxy has the right to revoke it at any time before it is voted by filing with the Secretary of the Company an instrument revoking it or a duly executed proxy bearing a later date. In addition, the powers of the proxyholders will be revoked if the person executing the proxy is present at the Meeting and advises the Chair of the Board of Directors of his or her election to vote in person. Shares represented by a properly executed proxy received prior to the Meeting will be voted in accordance with the shareholder's specifications, as noted on the proxy, or if not otherwise specified, and unless revoked, such shares will be voted only in favor of the proposals recommended by the Board of Directors as specified herein.

The proxy also confers discretionary authority to vote the shares represented thereby on any matter that was not known at the time this Proxy Statement was mailed which may properly be presented for action at the Meeting and may include: action with respect to procedural matters

pertaining to the conduct of the Meeting; and election of any person to any office for which a bona fide nominee is named herein if such nominee is unable to serve or will not serve.

Persons Making the Solicitation

The Company's Board of Directors is soliciting the enclosed proxy. The principal solicitation of proxies is being made by mail, although additional solicitation may be made by telephone, email or personal visits by directors, officers and employees of the Company. The total expense of this solicitation will be borne by the Company and will include reimbursement paid to brokerage firms and others for their expenses in forwarding soliciting material.

VOTING SECURITIES

Outstanding Shares and Record Date

Shareholders of record as of the close of business on April 6, 2023 ("Record Date") will be entitled to notice of the Meeting and to vote at the Meeting. As of such date, the Company had issued and outstanding 5,534,012 shares of common stock, no par value ("Common Stock") and 227,001 granted but unvested restricted stock awards ("Unvested RSA").

Voting Rights

For each matter submitted to the vote of the shareholders, each holder of Common Stock and each holder of Unvested RSA will be entitled to one vote, in person or by proxy, for each share he or she held of record on the books of the Company as of the Record Date or any matter submitted to the vote of shareholders, except that in connection with the election of directors, shares may be voted cumulatively if a candidate's or candidates' name(s) have been properly placed in nomination prior to the voting and a shareholder present at the Meeting gives notice at the Meeting, prior to the voting for election of directors, of his or her intention to vote cumulatively. If any shareholder of the Company gives such notice, then all shareholders eligible to vote will be entitled to cumulate their votes. Cumulative voting allows a shareholder to cast a number of votes equal to the number of shares held in his or her name as of the Record Date, multiplied by the number of directors elected. These votes may be cast for any one nominee or may be distributed among as many nominees as the shareholder sees fit. In the election of directors, the nine (9) nominees receiving the highest number of votes will be elected. In connection with the other proposals, a majority of the issued and outstanding shares are required to approve those proposals.

The presence, in person or by proxy, of a majority of the shares entitled to vote will constitute a quorum for the Meeting. Votes cast by proxy or in person at the Meeting will be counted by appointed inspectors of election. The inspectors of election will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to vote, for purposes of determining the presence of a quorum and for purposes of determining the outcome of any matter submitted to the shareholders for a vote. Abstentions, however, do not constitute a vote "for" or "against" any matter and thus will be disregarded in the calculation of a plurality or of "votes cast." The inspectors of election will treat shares referred to as "broker non-votes" (i.e., shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote or that the broker or nominee does not have discretionary power to vote on a particular matter) as shares that are present and entitled to vote for purposes of determining the presence of a quorum. However, for purposes of determining the outcome of any matter as to which the broker has physically indicated on the proxy that it does not have discretionary authority to vote, those shares will be treated as not present and not entitled to vote with respect to that matter even though those shares are considered entitled to vote for quorum purposes and may be entitled to vote on other matters.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth information as of April 6, 2023, pertaining to beneficial ownership of the Company's Common Stock by persons known to the Company to own five percent (5%) or more of such stock, current directors, and nominees for election as directors, Executive Officers¹ of the Company and American Riviera Bank (the "Bank"), and all current directors and Executive Officers of the Company and the Bank as a group. The information contained herein has been obtained from the Company's records, from information furnished directly by the individual or entity to the Company, or by public or regulatory notice.

The tables should be read with the understanding that more than one (1) person may be the beneficial owner or possess certain attributes of beneficial ownership with respect to the same securities.

<u>Name and Address of Beneficial Owner</u> ²	<u>Title</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Paul Abramson	EVP, Chief Technology Officer	18,414 ³	0.32%
Darren D. Caesar	Director, Vice Chair of the Board	91,394	1.59%
Joe Campanelli	Director	24,919	0.43%
Elizabeth Cholawsky	Director	6,530	0.11%
Eusebio Cordova Jr.	EVP, Chief Credit Officer	23,401 ⁴	0.41%
Jeff DeVine	Director, President and CEO	119,694 ⁵	2.08%
Joanne Funari	EVP, Chief Operating Officer	30,609 ⁶	0.53%
Leonard Himelsein	Director	334,635	5.81%
Jody Dolan Holehouse, CPA	Director	16,629	0.29%
Weldon U. Howell, Jr., Esq	Director	29,818	0.52%
Lawrence Koppelman	Director, Chair of the Board	81,767	1.42%
Douglas Margerum	Director	84,693	1.47%
Michelle Martinich, CPA	EVP, Chief Financial Officer	38,321 ⁷	0.67%
Laurel Sykes	EVP, Chief Risk Officer	19,727 ⁸	0.34%
All Directors and Executive Officers as a Group (14 in number)		920,551 ⁹	15.98%

<u>Shareholders known to Company owning 5% or more</u>	<u>Title</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Banc Funds Co., LLC		401,196	6.96%

¹ As used throughout this document, the term "Executive Officers" means: the President and Chief Executive Officer; the Executive Vice President and Chief Operating Officer; the Executive Vice President and Chief Financial Officer; the Executive Vice President and Chief Credit Officer; the Executive Vice President and Chief Risk Officer; and the Executive Vice President and Chief Technology Officer of the Company and/or the Bank.

² Beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has: (a) voting power, which includes the power to vote, or to direct the voting of such security; and/or (b) investment power, which includes the power to dispose, or to direct the disposition, of such security. Beneficial owner includes any person who has the right to acquire beneficial ownership of such security as defined above within 60 days of the Record Date. The address for all directors and Executive Officers is 1033 Anacapa Street, Santa Barbara, CA 93101.

³ Includes 15,315 granted but not yet vested restricted stock awards.

⁴ Includes 12,611 granted but not yet vested restricted stock awards.

⁵ Includes 39,496 granted but not yet vested restricted stock awards.

⁶ Includes 14,996 granted but not yet vested restricted stock awards.

⁷ Includes 15,050 granted but not yet vested restricted stock awards.

⁸ Includes 17,159 granted but not yet vested restricted stock awards.

⁹ Includes 114,627 granted but not yet vested restricted stock awards.

PROPOSAL 1: ELECTION OF DIRECTORS

Nominees for Election as Directors

The persons named below will be nominated for election as directors to serve until the 2024 Annual Meeting of Shareholders and until their successors are elected and have qualified. Votes will be cast in such a way as to effect the election of all nine (9) nominees, or as many thereof as possible under the rules of cumulative voting.

If any nominee should become unable or unwilling to serve as a director, the proxies will be voted for such substitute nominee as shall be designated by the Board of Directors. The Board of Directors presently has no knowledge that any of the nominees will be unable or unwilling to serve. Additional nominations can be made only by complying with the notice provisions included in the Company's Bylaws. The Bylaw provision is designed to give the Board of Directors advance notice of competing nominations, if any, and the qualifications of nominees, and may have the effect of precluding third-party nominations if the procedures specified therein are not followed. The nine (9) nominees receiving the highest number of votes at the Meeting shall be elected.

None of the directors, nominees, or Executive Officers of the Company and/or Bank was selected pursuant to any arrangement or understanding, other than with the directors and Executive Officers of the Company and/or Bank, acting within their capacities as such. There are no family relationships between the directors and Executive Officers. Except for Ms. Cholawsky, none of the directors or Executive Officers serve as directors of any company which has a class of securities registered under, or which is subject to the periodic reporting requirements of, the Securities Exchange Act of 1934 or any investment company registered under the Investment Company Act of 1940.

The following table provides certain information as of the Record Date with respect to each person nominated and recommended to be elected by the current Board of Directors of the Company. Reference is made to the section entitled "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" for information pertaining to stock ownership of the nominees.

<u>Name and Office Held</u>	<u>Age as of 4/6/2023</u>	<u>Principal Occupation For Past Five (5) Years</u>	<u>Director or Executive Officer Since</u>
Darren D. Caesar Director, Vice Chair of Board	55	President – CA Commercial Insurance HUB International	2006
Joe Campanelli Director	74	Business Consultant	2006
Elizabeth Cholawsky Director	67	CEO and Board Member HG Insights	2019
Jeff DeVine Director, President and CEO	54	Banker American Riviera Bank/Bancorp	2008
Leonard Himelsein Director	77	President, National Pacific Corporation	2016
Jody Dolan Holehouse, CPA Director, Audit Chair	63	CPA, Nasif, Hicks, Harris & Co LLP	2011
Weldon U. Howell, Jr., Esq Director	75	Attorney at Law, Howell, Moore & Gough LLP	2012
Lawrence Koppelman Director, Chair of the Board	82	President Koppelman & Co	2006
Douglas Margerum Director	63	Owner Margerum Wine Company Inc.	2006

ANY PROXIES SUBMITTED TO THE COMPANY WITH THE AUTHORITY GIVEN OR SUBMITTED WITHOUT INSTRUCTIONS WILL BE VOTED IN SUCH A WAY AS TO EFFECT THE ELECTION OF ALL NOMINEES, OR AS MANY THEREOF AS POSSIBLE UNDER THE RULES OF CUMULATIVE VOTING IF INVOKED AT THE MEETING.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 1: TO ELECT THE NINE (9) NOMINEES SET FORTH HEREIN TO SERVE UNTIL THE 2024 ANNUAL MEETING OF SHAREHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS SHALL BE ELECTED AND QUALIFIED.

The Board of Directors and Committees

American Riviera Bank commenced business on July 18, 2006. On February 10, 2022, following shareholder and regulatory approval, a holding company reorganization was finalized, and American Riviera Bank (the “Bank”) became a wholly-owned subsidiary of American Riviera Bancorp (the “Company”). In 2022, the board of directors of the Company and the Bank held eight (8) regular meetings and a Strategic Planning session. The Bank held one (1) additional special meeting. In addition to meeting as a group to review the Bank’s business, certain members of the Board of Directors (“Board”) of the Company, that also serve as directors of the Bank, devoted their time and talents to the following standing committees:

The Company’s Nominating and Corporate Governance Committee, which consists of Darren Caesar (Chair), Joe Campanelli, Leonard Himelsein, Jody Dolan Holehouse. Weldon Howell and Doug Margerum assists the Board in nominating members of the Board of the Company and the board of directors of the Bank as well as developing and recommending corporate governance principles and policies for the Company and its subsidiaries, including the Bank. This committee considers suggestions or recommendations for Board membership received in accordance with its Bylaws by shareholders and held five (5) regular meetings in 2022. Shareholders who wish to make such suggestions or recommendations should forward their written suggestions to the Chair of the Nominating and Governance Committee addressed to American Riviera Bancorp, Attn: Corporate Secretary, PO Box 329, Santa Barbara, CA 93102. Whether a person is recommended for Board membership by a shareholder or a director of the Company, the standards, and qualifications to be considered for Board membership include local community involvement, sound reputation, and business or educational experience that will be beneficial to the Company. This committee also considers each candidate’s contribution to the diversity of the Board, including personal characteristics, education, experience, and skills.

The Company’s Audit Committee, which currently consists of Jody Dolan Holehouse (Chair), Darren Caesar, Lawrence Koppelman, Weldon Howell, and Elizabeth Cholawsky, monitors the Company and Bank management, financial statements, internal and external audit reports, and staff compliance with Board policies, laws and regulations and held nine (9) regular meetings in 2022. This committee establishes policy and provides overall supervision and control to ensure the integrity of financial information and establish an effective accounting and internal control system. This committee evaluates procedures and controls of the Company’s and Bank’s operations, oversees audit matters along with the independent accountants, and investigates the affairs of the Company and the Bank as may be deemed necessary.

The Company’s Compensation Committee, which currently consists of Douglas Margerum (Chair), Lawrence Koppelman, Weldon Howell and Elizabeth Cholawsky establishes, reviews, and monitors the personnel policies of the Company and the Bank and held four (4) regular meetings in 2022. This committee determines goals and objectives for the Company, the Bank, and the CEO, reviews the CEO’s performance and determines the CEO’s compensation. This committee reviews goals and objectives for the other Executive Officers as recommended by the CEO and must concur on the compensation of such other Executive Officers as recommended by the CEO.

Each of the directors attended at least 75% of the Board meetings in 2022.

Director Compensation

The following table sets forth as to each of the persons who currently serve as an outside director on the Board of the Company, and such person's compensation earned for service on the board of directors of the Bank for the year ended December 31, 2022. No fees are paid to Jeff DeVine for his service on the Board of the Company or the Bank.

<u>Name</u>	<u>Annual Retainer¹⁰</u>	<u>Extra Retainer¹¹</u>	<u>Board Meeting Fees¹²</u>	<u>Stock Awards¹³</u>
Darren D. Caesar	\$10,000	\$4,000	\$15,000	\$18,505
Joe Campanelli	\$10,000	\$8,000	\$13,500	\$18,505
Elizabeth Cholawsky	\$10,000	\$0	\$15,000	\$18,505
Leonard Himelsein	\$10,000	\$9,000	\$15,000	\$18,505
Jody Dolan Holehouse	\$10,000	\$10,000	\$13,500	\$18,505
Weldon U. Howell, Jr	\$10,000	\$0	\$15,000	\$18,505
Lawrence Koppelman	\$10,000	\$12,500	\$15,000	\$18,505
Douglas Margerum	\$10,000	\$4,000	\$15,000	\$18,505

¹⁰ It has been the practice of the Company and Bank to pay each outside director a combined annual retainer of \$10,000 which is paid in cash after election at the annual shareholder meeting for their service on the board of directors.

¹¹ It has been the practice of the Company and Bank to pay extra annual retainers to outside directors that serve as committee chairs and members of the loan committee. The Chair of the Company board of directors received \$10,000. Each committee chair received \$4,000, except Loan Committee chair received \$8,000 and Audit Committee chair received \$5,000. Loan Committee members received \$5,000 and alternates received \$2,500.

¹² Board of director meeting fees are based on attendance. The level in effect for 2022 was \$1,250 per Bank board of director meeting attended in person or via video, \$750 for each meeting attended via phone, and \$250 for each Company Board meeting attended in person, video or phone. Directors also received \$2,500 for attendance at the Strategic Planning session.

¹³ It has been the practice of the Company and Bank to grant \$18,500 value of common stock to the outside directors annually after election at the annual shareholder meeting.

¹⁴⁻¹⁹ Not used.

Executive Officers

The following table sets forth as to each of the persons who currently serves as an Executive Officer of the Company and/or Bank, such person's age, such person's principal occupation during the past five (5) years, such person's current position with the Company and/or Bank, and the period during which the person has served in such position.

<u>Name</u>	<u>Age As of 4/6/23</u>	<u>Position with Company/Bank</u>	<u>Principal Occupation For Past Five (5) Years</u>	<u>Year Appointed to Position</u>
Jeff DeVine ²⁰	54	President and Chief Executive Officer	Banker	2008
Joanne Funari ²¹	63	EVP and Chief Operating Officer	Banker	2016
Michelle Martinich ²²	48	EVP and Chief Financial Officer	Banker	2006
Eusebio Cordova, Jr. ²³	41	EVP and Chief Credit Officer	Banker	2016
Laurel Sykes ²⁴	48	EVP and Chief Risk Officer	Banker	2019
Paul Abramson ²⁵	43	EVP and Chief Technology Officer	Banker	2019

²⁰ Mr. DeVine was appointed President and Chief Executive Officer of the Bank on August 21, 2008, and was appointed President and Chief Executive Officer of the Company on February 10, 2022. Mr. DeVine previously was employed as Statewide Division Manager of commercial real estate by Rabobank, N.A. Prior to that, he was Regional President for the Greater Santa Barbara and Santa Ynez Valley Region of Mid-State Bank & Trust. He has held senior officer positions in a range of banking firms, serving roles in commercial, real estate, private and investment banking during his 30+ year career. He graduated with honors from the Pacific Coast Banking School at the University of Washington and received his Bachelor of Science from the University of California, San Diego in Quantitative Economics.

²¹ Ms. Funari was appointed Executive Vice President and Chief Operating Officer of the Bank on January 1, 2016. Ms. Funari was previously employed as Executive Vice President and Chief Operating Officer and served as a Director for The Bank of Santa Barbara. Prior to joining The Bank of Santa Barbara, she served as Executive Vice President and Santa Barbara and Ventura Counties Market President for Business First Bank, a Division of Heritage Oaks Bank. She was also a founder and president of Business First National Bank and held senior officer positions at Santa Barbara Bank & Trust, City Commerce Bank and Bank of New York. She has served the Santa Barbara market for the past 30 years as a community banker. Her education includes a graduate degree with honors from the Pacific Coast Banking School at the University of Washington and University of California, Los Angeles.

²² Ms. Martinich was appointed Senior Vice President and Chief Financial Officer of the Bank on April 20, 2006, and currently serves as the Executive Vice President and Chief Financial Officer and was appointed as the Executive Vice President and Chief Financial Officer of the Company on February 10, 2022. Ms. Martinich previously was employed by Pacific Capital Bancorp (PCB), dba Santa Barbara Bank & Trust. Ms. Martinich's financial and banking experience spans 20+ years, first as an external auditor with Arthur Andersen and then with responsibility for various functions in the Finance Department of PCB, reporting directly to the CFO. She graduated from UC Santa Barbara with a Bachelor of Arts in Business Economics.

²³ Mr. Cordova was appointed Senior Vice President and Chief Credit Officer of the Bank on July 20, 2016, and currently serves as the Executive Vice President and Chief Credit Officer. Mr. Cordova joined the Bank in 2009 and was serving as the Commercial Team Leader prior to his appointment as CCO. Prior to working at American Riviera Bank, Mr. Cordova was a Vice President, Commercial Banking Officer for Mid-State Bank and Trust, which was acquired by Rabobank. Mr. Cordova has held various positions during his 19-year banking career. Mr. Cordova received a Bachelor of Science Degree in Business and minor in Economics from CSU Channel Islands and graduated from Pacific Coast Banking School at the University of Washington.

²⁴ Ms. Sykes was appointed Executive Vice President and Chief Risk Officer of the Bank on June 13, 2019, and currently serves as the Executive Vice President and Chief Risk Officer and was appointed as the Executive Vice President and Chief Risk Officer of the Company on February 10, 2022. Ms. Sykes previously was employed by Montecito Bank & Trust as SVP and Chief Risk Officer. Ms. Sykes holds the designation of Certified Regulatory Compliance Manager and has specialized in regulatory compliance for 20+ years. She graduated from UC Santa Barbara with a Bachelor of Arts in Business Economics.

²⁵ Mr. Abramson was appointed Executive Vice President and Chief Technology Officer of the Bank on December 2, 2019. Prior to working at American Riviera Bank, Mr. Abramson served as the lead technologist and cybersecurity architect for Montecito Bank & Trust. Mr. Abramson has over 20 years of experience in the Technology and Cybersecurity industries, of which 15 years has been in banking. Mr. Abramson graduated from UC Santa Barbara with a Bachelor of Arts in Business Economics and recently completed the Western Bankers Association Executive Development Program.

Executive Compensation

The following summary compensation table sets forth, for the last three (3) fiscal years, the cash and certain other compensation paid by the Bank to Jeff DeVine, President and Chief Executive Officer, and for the two other most highly compensated Executive Officers whose total annual salary and bonus for the fiscal year ended December 31, 2022, exceeded \$100,000.

(A) <u>Name and Principal Position</u>	(B) <u>Fiscal Year</u>	<u>Annual Compensation</u>		(E) ²⁶ <u>Other Annual Compensation</u>	<u>Long-Term Compensation</u>
		(C) <u>Salary (\$)</u>	(D) <u>Bonus (\$)</u>		<u>Stock Awards (#)</u>
Jeff DeVine	2022	\$ 470,834	\$ 315,000	\$ 128,255	5,302
President & CEO	2021	\$ 418,333	\$ 230,000	\$ 117,536	6,006
	2020	\$ 379,167	\$ 165,000	\$ 59,211	2,083
Joanne Funari	2022	\$ 275,833	\$ 115,000	\$ 72,280	2,410
EVP, COO	2021	\$ 253,333	\$ 90,000	\$ 62,583	2,702
	2020	\$ 242,240	\$ 64,000	\$ 46,352	1,354
Michelle Martinich	2022	\$ 270,667	\$ 112,000	\$ 61,604	2,410
EVP, CFO	2021	\$ 247,793	\$ 83,000	\$ 58,211	2,702
	2020	\$ 229,543	\$ 65,000	\$ 41,401	1,354

The following summary compensation table sets forth the breakout of Other Annual Compensation earned in 2022.

	<u>Car Allowance</u>	<u>Car Lease Benefit</u>	<u>401k Match</u>	<u>RSA Grant Value at Date of Grant</u>	<u>Total</u>
Jeff DeVine	\$ -	\$ 6,055	\$ 12,200	\$ 110,000	\$ 128,255
Joanne Funari	\$ 10,080	\$ -	\$ 12,200	\$ 50,000	\$ 72,280
Michelle Martinich	\$ -	\$ 1,351	\$ 10,253	\$ 50,000	\$ 61,604

²⁶ Represents the dollar value of other annual compensation not properly categorized as salary or bonus; including (i) perquisites and other personal benefits, securities or property unless the aggregate amount of such compensation is the lesser of either \$50,000 or 10% of the total annual salary and bonus reported for the named Executive Officer in columns (C) and (D); (ii) above-market or preferential earnings on restricted stock, options, stock appreciation rights ("SARs") or deferred compensation paid during the fiscal year or payable during that period but deferred at the election of the named Executive Officer; (iii) earnings on long-term incentive plan ("LTIP") compensation paid during the fiscal year or payable during that period but deferred at the election of the named Executive Officer; (iv) value of restricted stock awards ("RSA") awarded at grant date, (v) amounts reimbursed during the fiscal year for the payment of taxes; and (vi) the dollar value of the difference between the price paid by a named Executive Officer for any security of the Bank purchased/exercised from the Bank (through deferral of salary or bonus, stock option or otherwise), and the fair market value of such security at the date of purchase/exercise, unless that discount is available generally, either to all security holders or to all salaried employees of the registrant. Actual amounts are reflected in the table above.

The Bank entered into an Executive Employment Agreement (“Employment Agreement”) with Mr. DeVine dated August 17, 2020. A First Amendment to the Employment Agreement was signed on May 19, 2022, to address the formation of the Company and his employment as President and CEO of both the Bank and the Company. At the time of the First Amendment, Mr. DeVine’s annual base salary was \$480,000, and the Employment Agreement provided for discretionary annual cash bonus and equity grants as determined by the Company’s Compensation Committee, an automobile allowance of \$1,375 per month, or lease value equivalent, and group insurance coverage. Mr. DeVine’s annual base salary was adjusted to \$510,000 effective March 16, 2023. In February 2022, Mr. DeVine was granted 5,302 performance-based stock awards associated with the 2021 incentive plan. Performance based stock awards granted were in the form of restricted stock grants with vesting over 4 years at 25% each year. If Mr. DeVine is terminated without Good Cause or resigns for Good Reason as those terms are defined in the Employment Agreement, Mr. DeVine would receive a severance payment in the amount of twelve (12) months of his base salary plus paid COBRA insurance coverage. If Mr. DeVine’s employment is terminated by Mr. DeVine for any reason within six (6) months following a Change of Control as defined in the Employment Agreement, or by us or our successor without Good Cause within twelve (12) months following a Change of Control, then Mr. DeVine will be entitled to receive from us or our successor a cash lump sum in an amount equal to two (2) times: his highest annual salary, highest bonus and highest automobile allowance in the preceding twenty four (24) months and annual COBRA insurance expense as defined in the Employment Agreement.

The Bank entered into an Employment Agreement with Ms. Funari dated August 17, 2020. A First Amendment to the Employment Agreement was signed on May 19, 2022, to address the formation of the Company. At the time of the First Amendment, Ms. Funari’s annual base salary was \$280,000, and the Employment Agreement provided for discretionary annual cash bonus and equity grants as determined by the Company’s Compensation Committee, an automobile allowance of \$840 per month and group insurance coverage. Ms. Funari’s annual base salary was adjusted to \$295,000 effective March 16, 2023. In February 2022, Ms. Funari was granted 2,410 performance-based stock awards associated with the 2021 incentive plan. Performance based stock awards granted were in the form of restricted stock grants with vesting over 4 years at 25% each year. If Ms. Funari is terminated without Good Cause or resigns for Good Reason as those terms are defined in the Employment Agreement, Ms. Funari would receive a severance payment in the amount of nine (9) months of her base salary plus paid COBRA insurance coverage. If Ms. Funari’s employment is terminated by Ms. Funari for any reason within six (6) months following a Change of Control as defined in the Employment Agreement, or by us or our successor without Good Cause within twelve (12) months following a Change of Control, then Ms. Funari will be entitled to receive from us or our successor a cash lump sum in an amount equal to one (1) times: her highest annual salary, highest bonus and highest automobile allowance in the preceding twenty four (24) months and annual COBRA insurance expense as defined in the Employment Agreement.

The Bank entered into an Employment Agreement with Ms. Martinich dated August 17, 2020. A First Amendment to the Employment Agreement was signed on May 19, 2022, to address the formation of the Company and her employment as EVP and CFO of both the Bank and the Company. At the time of the First Amendment, Ms. Martinich’s annual base salary was \$275,000, and the Employment Agreement provided for discretionary annual cash bonus and equity grants as determined by the Company’s Compensation Committee, an automobile allowance of \$840 per month, or lease value equivalent, and group insurance coverage. Ms. Martinich’s annual base salary was adjusted to \$290,000 effective March 16, 2023. In February 2022, Ms. Martinich was granted 2,410 performance-based stock awards associated with the 2021 incentive plan. Performance based stock awards granted were in the form of restricted stock grants with vesting over 4 years at 25% each year. If Ms. Martinich is terminated without Good Cause or resigns for Good Reason as those terms are defined in the Employment Agreement, Ms. Martinich would

receive a severance payment in the amount of twelve (12) months of her base salary plus paid COBRA insurance coverage. If Ms. Martinich's employment is terminated by Ms. Martinich for any reason within six (6) months following a Change of Control as defined in the Employment Agreement, or by us or our successor without Good Cause within twelve (12) months following a Change of Control, then Ms. Martinich will be entitled to receive from us or our successor a cash lump sum in an amount equal to two (2) times: her highest annual salary, highest bonus and highest automobile allowance in the preceding twenty four (24) months and annual COBRA insurance expense as defined in the Employment Agreement.

Omnibus Stock Plan

On September 2, 2015, the Bank adopted the American Riviera Bank 2015 Omnibus Stock Incentive Plan (the "Plan") which was approved by its shareholders and permits the grant of equity compensation in the form of Options, Restricted Stock Awards, Performance Awards, and Restricted Stock Units for up to 1,091,782 shares of the Bank's common stock. This Plan was subsequently assumed by the Company upon its formation effective February 10, 2022.

The Plan does not provide for the settlement of awards in cash and new shares are issued upon option exercise or restricted share grants. The Plan is designed to attract and retain employees and directors. The amount, frequency, and terms of share-based awards may vary based on competitive practices, the Company's or the Bank's operating results, and government regulations.

Option shares are subject to written option agreements entitling the optionee to purchase shares pursuant to incentive stock options or non-qualified options. Options will be granted at 100% of fair market value at the time of grant as determined by the Board of Directors. Options will be exercisable over a term up to 10 years pursuant to the discretion of the Board of Directors. In the case of persons employed by the Company or Bank, the options may qualify as "incentive stock options" under Internal Revenue Code §422 and such options may entitle the holder to certain income tax benefits.

Pursuant to the terms of their employment, the Company and Bank granted to its Executive Officers under the current Plan, and the previous 2009 Plan and 2006 Plan, incentive stock options to purchase shares of Common Stock. Detailed discussions regarding equity incentives to Executive Officers in the prior three (3) years is included in the "Executive Compensation" section of this Proxy Statement. For the year ending December 31, 2022, there were no new options granted nor options exercised by Executive Officers, directors or employees. As of December 31, 2022, no options remained outstanding under any current or former plan.

Pursuant to the terms of the Plan, the Company can also grant restricted stock awards to its Executive Officers, directors, and other key employees at a value equal to the then current market value on the day of the grant, and such grants typically vest over a 4-to-5-year period. For the year ending December 31, 2022, a total of 69,949 shares were granted to Executive Officers, directors, and key employees. Grants to officers are generally associated with hiring, promotion, retention, or annual incentive plan performance.

As of December 31, 2022, and for the year then ended, there were no stock options outstanding, no value realized on stock options and no unexercised options. The following tables provide certain information as of December 31, 2022, regarding restricted stock awards outstanding and related values by: (i) the Named Executive Officer; and (ii) all directors, officers, and employees as a group:

RESTRICTED STOCK AWARDS OUTSTANDING AT DECEMBER 31, 2022

Name	Number of Shares of Stock Awards Not Yet Vested and Market Value # / \$Value
Jeff DeVine	37,656 / \$640,152
Joanne Funari	13,607 / \$231,319
Michelle Martinich	13,685 / \$232,645
All Directors, Officers and Employees	118,901 / \$2,021,317

From time to time, the Company expects to grant equity incentives to other key salaried employees, officers, directors, and consultants, at the fair market value of the Common Stock on the date of grant. In February 2022, the Board granted 80,121 restricted stock awards to Executive Officers and key employees as a part of the annual incentive plan. Most shares will vest over 4 years at 25% each year. Any additional grantees have not, as of this date, been selected and it is impossible at this time to identify such grantees or the number of options to be granted to them.

Other Benefits

The Bank provides monthly car allowances and lease benefits to certain officers of the Company and Bank in the range of \$630 to \$1,375 per month. In 2006, the Bank adopted the American Riviera Bank 401(k) Profit Sharing Plan and Trust (the "401(k) Plan"). All employees 18 years of age or older are immediately eligible to participate in the 401(k) Plan. Eligible employees may elect to make tax deferred contributions up to the maximum amount allowed by law. The Bank makes "safe harbor" matching contributions, and the Bank may make additional profit-sharing contributions to the 401(k) Plan at the discretion of the Board of Directors. "Safe harbor" Bank contributions vest immediately for all employees. The Bank contributed a total of \$516,000 in the form of employer matching contributions to the 401(k) Plan during 2022.

Certain Transactions

Other Transactions. It is anticipated that the Executive Officers and directors of the Company, Bank, and the companies with which they are associated, will have banking transactions with the Bank in the ordinary course of business. It is the firm intention of the Board of Directors that any loans and commitments to loan included in such transactions will be made in accordance with applicable laws and on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with persons of similar creditworthiness that are not insiders of the Company or Bank, and only if such loans do not present any undue risk of collectability or present other unfavorable features. The aggregate limit that the Bank may lend to its insiders as a class is not greater than the Bank's unimpaired capital and unimpaired surplus. As of December 31, 2022, the Bank had commitments of credit to the Company's and Bank's Executive Officers and directors, together with their associates in the aggregate, totaling approximately \$35,000, or less than 1%, of the Bank's equity capital.

Indemnification. The Company's Articles of Incorporation provide that a director of the Company will not incur any personal liability to the Company or its shareholders for monetary damages for certain breaches of fiduciary duty as a director. A director's liability, however, is not eliminated with respect to (i) any breach of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) paying a dividend or approving a stock repurchase which is illegal under certain provisions of state law, or, (iv) any transaction from which the director derived an improper personal benefit. The Company's Articles of Incorporation and Bylaws also provide, among other things, for the indemnification of the Company's directors, officers and agents, and authorize the Board of Directors to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, such agents in connection with any personal legal liability incurred by the individual while acting for the Company within the scope of his or her duties (subject to certain limitations). It is the policy of the Board of Directors that the Company's directors, officers and agents shall be indemnified to the maximum extent permitted under applicable law and the Company's Articles of Incorporation and Bylaws, and management anticipates obtaining director and officer liability insurance, when and if available, covering all of the Company's officers and directors.

PROPOSAL 2: RATIFICATION OF THE COMPANY'S INDEPENDENT AUDITORS

RATIFICATION OF THE SELECTION OF CROWE LLP AS THE COMPANY'S INDEPENDENT AUDITORS: The Board of Directors, upon the approval of its Audit Committee, has ratified the selection of Crowe LLP to serve as our independent registered public accounting firm for 2022. It is anticipated that a representative of Crowe LLP will be present at the Meeting to respond to appropriate questions from shareholders.

Fees incurred for professional services provided by Crowe LLP for 2022 and 2021:

	2022		2021	
Audit Fees	\$	120,492	\$	75,500
Audit-Related Fees & Travel	\$	10,000	\$	1,500
Tax Fees	\$	14,952	\$	10,375
Tax Consulting Fees	\$	16,196	\$	13,149
Total Fees	\$	161,640	\$	100,524

The Company is asking our shareholders to ratify the selection of Crowe LLP as our independent registered public accounting firm. Although ratification is not required by our Bylaws or otherwise, the Board of Directors is submitting the selection of Crowe LLP to our shareholders for ratification because we value our shareholders' views on the Company's independent public accounting firm and as a matter of good corporate practice. In the event that our shareholders fail to ratify the selection, it will be considered a direction to the Board of Directors and the Audit Committee to consider selection of a different firm. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm, subject to ratification by the Board, at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"
THE RATIFICATION OF THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS**

PROPOSALS BY SHAREHOLDERS FOR 2024 ANNUAL MEETING

In order to be eligible for inclusion in the Company's proxy statement and proxy card for the next Annual Meeting of Shareholders, shareholder proposals must be received by the Secretary of the Company at its principal executive offices no later than December 31, 2023. In order for such shareholder proposals to be eligible to be brought before the shareholders at the next Annual Meeting of Shareholders, the shareholder submitting such proposals must also comply with the procedures, including the deadlines, required by Article II of the Company's Bylaws. Shareholder nominations of directors are not shareholder proposals and are not eligible for inclusion in the Company's proxy statement.

OTHER BUSINESS

Management does not know of any matters to be presented at the Meeting other than those set forth above. However, if other matters properly come before the Meeting, it is the intention of the persons named in the accompanying proxy to vote said proxy in accordance with the recommendations of the Board of Directors and authority to do so is included in the proxy.

THE ENCLOSED PROXY SHOULD BE COMPLETED, DATED, SIGNED AND RETURNED IN THE ENCLOSED POSTAGE-PAID ENVELOPE. YOUR PROMPT MAILING OF THE SIGNED PROXY WILL BE APPRECIATED.

AMERICAN RIVIERA BANCORP



Jeff DeVine
President and Chief Executive Officer

April 6, 2023

