

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
OF
AMERICAN RIVIERA BANCORP**

To Be Held June 18, 2026

The annual meeting of shareholders of American Riviera Bancorp (the "Company") will be held at the American Riviera Bank branch located at 1033 Anacapa Street, Santa Barbara, California 93101, on Thursday, June 18, 2026 at 5:30 p.m., Pacific Time, and at any adjournments thereof (the "Annual Meeting") for the following purposes:

1. ELECTION OF DIRECTORS. To elect the following ten (10) director nominees to serve as directors of the Company until the next annual meeting of shareholders and until their respective successors are elected and have qualified:

Martin P. Alwin

Joe Campanelli

Jeffrey J. Deuel

Leonard Himelsein

Weldon U. Howell Jr., Esq.

Darren D. Caesar

Elizabeth Cholawsky

Jeff DeVine

Jody Dolan Holehouse, CPA

Douglas Margerum

2. RATIFICATION OF THE SELECTION OF CROWE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. To ratify the selection of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

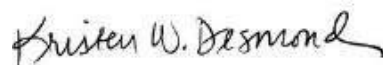
3. OTHER BUSINESS. To consider and transact such other business as may properly come before the Annual Meeting and any adjournment or adjournments thereof.

Our Board of Directors recommends that you vote "FOR" the election of all ten nominees named above to our Board of Directors; and "FOR" the ratification of the appointment of Crowe LLP as our independent public accounting firm for the fiscal year ending December 31, 2026.

The Proxy Statement and the accompanying form of proxy are being mailed on approximately Monday, May 11, 2026, to all persons who were shareholders of record as of Tuesday, April 21, 2026 (the "Record Date"). Only shareholders of record on the Record Date are entitled to notice of and to vote at the 2026 Annual Meeting and any adjournment or adjournments thereof.

Your vote is very important. Even if you plan to attend the Annual Meeting in person, please submit your proxy promptly over the internet, by telephone or by mail as described in more detail in the Proxy Statement.

By Order of the Board of Directors



Kristen Desmond, Corporate Secretary
April 21, 2026

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
OF
AMERICAN RIVIERA BANCORP

To Be Held June 18, 2026

This proxy statement ("Proxy Statement") is furnished in connection with the solicitation of proxies to be used by the board of directors (the "Board of Directors" or the "Board") of American Riviera Bancorp (the "Company") at the annual meeting of shareholders of the Company which will be held at the American Riviera Bank branch located at 1033 Anacapa Street, Santa Barbara, California 93101, on Thursday, June 18, 2026 at 5:30 p.m., Pacific Time, and at any adjournments thereof (the "Annual Meeting").

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

1. ELECTION OF DIRECTORS. To elect the following ten (10) nominees to serve as directors of the Company until the next annual meeting of shareholders and until their respective successors are elected and have qualified:

Martin P. Alwin

Joe Campanelli

Jeffrey J. Deuel

Leonard Himelsein

Weldon U. Howell Jr., Esq.

Darren D. Caesar

Elizabeth Cholawsky

Jeff DeVine

Jody Dolan Holehouse, CPA

Douglas Margerum

2. RATIFICATION OF THE SELECTION OF CROWE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. To ratify the selection of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

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

This Proxy Statement and the accompanying form of proxy are being mailed on approximately Monday, May 11, 2026, to all persons who were shareholders of record as of Tuesday, April 21, 2026 (the "Record Date").

Voting Procedures

If you were a shareholder of record on the Record Date, you may vote by any of the following methods:

Voting over the Internet or by Telephone. You may vote your shares over the internet by following the instructions provided at www.voteproxy.com. Alternatively, you may vote your shares by telephone by calling, toll-free, 1-800-776-9437. Internet and telephone voting are available 24 hours a day until 11:59 p.m. Eastern Time on June 17, 2026. The internet and telephone voting procedures are designed to authenticate each shareholder by using an individual control number that is located on your proxy card. If you vote on the internet or by telephone, you do not need to return your proxy card.

Voting by Mail. Shareholders may vote by mail by completing, dating, signing and then returning the enclosed proxy card.

Voting In Person at the Annual Meeting. As always, you may vote in person if you attend the Annual Meeting.

Even if you vote over the internet, by telephone, or by mail, you may later change your vote by taking, prior to the Annual Meeting, one of the actions described in the subsection below entitled "Revocability of Proxies" or by attending the Annual Meeting and voting in person.

All shares that are properly voted by a shareholder, whether over the internet, by telephone, or by mail, and not properly revoked, will be voted at the Annual Meeting in accordance with the shareholder's voting instructions or, if a shareholder does not provide voting instructions, then in accordance with the recommendations of the Board.

Voting on Other Matters. If other matters are properly presented for a vote of the shareholders at the Annual Meeting, the Board will have discretion to determine how shares for the proxies which have been received will be voted on such matters. As of the Record Date, the Company did not know of any other matters to be presented for a vote of the shareholders at the Annual Meeting.

However, if your shares are held in a brokerage or bank account or by a nominee holder, please read the information below under the subsection entitled "Voting Shares Held by Brokers, Banks and Other Nominee Holders" regarding how your shares may be voted in accordance with your wishes.

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.

Outstanding Shares and Record Date

Shareholders of record as of the Record Date will be entitled to notice of the Annual Meeting and to vote at the Annual Meeting. As of the Record Date, the Company had issued and outstanding 5,750,168 shares of common stock, no par value ("Common Stock").

Voting Rights

For each matter submitted to the vote of the shareholders, each holder of Common Stock 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 Annual Meeting gives notice at the Annual 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 to be elected. These votes may be cast for any one nominee or may be distributed among as many nominees as the shareholder sees fit.

Quorum and Vote Required

Quorum Requirement. The Company's Bylaws require that a quorum — that is, the holders of a majority of all of the shares entitled to vote at the Annual Meeting — be present, either in person or by proxy, before any business may be transacted at the Annual Meeting (other than adjourning the Annual Meeting to a later date to allow time to obtain additional proxies to satisfy the quorum requirement).

Proposal No. 1. Election of Directors. In the election of directors, the ten (10) nominees receiving the highest number of votes will be elected. Withheld votes, abstentions and broker non-votes will have no effect on the voting for the election of directors. However, shares voted "withhold" and broker non-votes will be considered present at the Annual Meeting for purposes of determining whether a quorum is present.

Proposal No. 2. Ratification of the Selection of Crowe LLP as the Company's Independent Registered Public Accounting Firm. The affirmative vote of a majority of the shares of Common Stock represented and voting at the Annual Meeting, with affirmative votes constituting at least a majority of the required quorum, is required to approve the ratification of the Company's selection of Crowe LLP as the Company's independent registered public accounting firm for the year ending December 31, 2026. Abstentions and broker non-votes will have no effect unless there are insufficient votes in favor of the proposal, such that the affirmative votes constitute less than a majority of the required quorum. In such case, abstentions and broker non-votes will have the same effect as a vote against the proposal.

Voting Shares Held by Brokers, Banks and Other Nominee Holders

If, on the Record Date, your shares are held in a brokerage account, by a bank or by a nominee holder, you are deemed to be the "beneficial owner" of those shares, holding them in "street name." The organization holding your account is considered the shareholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other nominee on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, because you are not the shareholder of record, you may not vote your shares at the Annual Meeting unless you request and obtain a valid legal proxy from your broker, bank, or other nominee. Please follow the instructions from your broker, bank, or other nominee included with these proxy materials, or contact your broker, bank, or other nominee to request a legal proxy. If you hold your shares in "street name," please instruct your broker, bank, or other nominee how to vote your shares using the voting instruction form provided by your broker, bank, or other nominee so that your vote can be counted. The voting instruction form provided by your broker, bank, or other nominee may also include information about how to submit your voting instructions over the internet or by telephone, if such options are available.

Broker Non-Votes

A broker non-vote occurs when the broker holding shares for a beneficial owner has not received voting instructions from the beneficial owner and does not have discretionary authority to vote the shares. Under rules applicable to securities brokerage firms, a broker who holds your shares in "street name" does not have the authority to vote those shares on any "non-routine" proposal, except in accordance with voting instructions received from you. On the other hand, your broker may vote your shares on certain "routine" proposals, if the broker has transmitted proxy-soliciting materials to you, as the beneficial owner of the shares, but has not received voting instructions from you on such proposals. A broker non-vote occurs when a broker does not vote on a particular proposal because it does not have discretionary voting power with respect to that proposal and has not received voting instructions from the beneficial owner.

If your broker receives proxy materials only from the Company, your brokerage firm is entitled to vote shares held for a beneficial holder on routine, discretionary matters, such as the ratification of the selection of Crowe LLP as the Company's independent registered public accounting firm, without instructions from the beneficial holder of those shares. If your shares are voted on the proposal to ratify the Company's selection of Crowe LLP as the Company's independent registered public accounting firm, as directed by your broker without your instruction, your shares will constitute broker non-votes on each of the other non-routine proposals. In the event your brokerage account receives proxy materials only from the Company, the broker non-votes will be counted for purposes of determining whether a quorum exists at the Annual Meeting.

IF YOUR SHARES ARE HELD IN "STREET NAME," WE ENCOURAGE YOU TO PROVIDE VOTING INSTRUCTIONS ON A VOTING INSTRUCTION FORM PROVIDED BY THE BROKER, BANK, OR OTHER NOMINEE THAT HOLDS YOUR SHARES, IN EACH CASE BY CAREFULLY FOLLOWING THE INSTRUCTIONS PROVIDED.

Revocability of Proxies

If you are a registered owner and have given the Company your proxy (whether over the internet, by telephone or by mail), you may change your vote by taking any of the following actions:

- Sending a written notice to the Company that you are revoking your proxy, addressed to the principal executive office of the Company, at 3780 State Street, 2nd Floor, Santa Barbara, California 93105, and then voting again by one of the methods described immediately below. To be effective, the notice of revocation must be received by the Company before the Annual Meeting commences. If, however, after sending the Company a written notice of revocation, you fail to vote your shares by any of the following methods, then none of your shares can be voted at the Annual Meeting.
- Sending the Company another proxy, by mail, dated at a later date than your earlier proxy. However, to be effective, that later-dated proxy must be received by the Company before the Annual Meeting commences and must be dated and signed by you. If you fail to date or fail to sign that later-dated proxy, it will not be treated as a revocation of an earlier-dated proxy and your shares will be voted in accordance with your earlier voting instructions.
- Attending the Annual Meeting and voting in person in a manner that is different than the voting instructions contained in your earlier proxy or voting instructions.
- Sending another proxy over the internet or by telephone.

However, if your shares are held by a broker, bank or other nominee holder, you will need to contact your broker, bank or nominee holder if you wish to revoke your earlier voting instructions.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth information as of the Record Date, 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 Common 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 from insiders to the Company, or by public or regulatory filings by an entity.

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>Unvested RSAs</u>	<u>Total Beneficial Ownership</u> ³	<u>Percent of Class</u>
Martin P. Alwin	Director	286	786	*
Paul Abramson	EVP, Chief Technology Officer	8,988	21,185	*
Darren D. Caesar	Director, Chair of the Board	1,239	132,811	2.31%
Joe Campanelli	Director	1,239	24,632	*
Elizabeth Cholawsky	Director, Vice Chair of the Board	1,239	10,533	*
Eusebio Cordova Jr.	EVP, Chief Credit Officer	9,934	28,288	*
Jeffrey J. Deuel	Director	286	286	*
Jeff DeVine	Director, President and CEO	22,094	114,680	1.99%
Joanne Funari	EVP, Chief Operating Officer	9,766	38,948	*
Leonard Himelsein	Director	1,239	337,210	5.86%
Jody Dolan Holehouse, CPA	Director	1,239	20,632	*
Weldon U. Howell, Jr., Esq.	Director	1,239	43,669	*
Douglas Margerum	Director	1,239	96,529	1.68%
Michelle Martinich, CPA	EVP, Chief Financial Officer	10,074	36,112	*
Laurel Sykes	EVP, Chief Risk Officer	9,595	24,721	*
All Directors and Executive Officers as a Group (15 in number)		79,696	931,022	16.19%

*Beneficial ownership does not exceed one percent of Common Stock outstanding.

The Board has a requirement for directors to maintain ownership of \$100,000 or more of Company stock after completion of three years of service as a Board member. As of December 31, 2025, all directors with three years of service or more have met the minimum requirement.

¹ As used throughout this document, the term "Executive Officers" means: the President and CEO; the EVP, Chief Operating Officer; the EVP, Chief Financial Officer; the EVP, Chief Credit Officer; the EVP, Chief Risk Officer; and the EVP, 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 voting of such security; and/or (b) investment power, which includes the power to dispose, or 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 3780 State Street, 2nd Floor, Santa Barbara, CA 93105.

³ Total Beneficial Ownership includes unvested restricted stock awards ("RSA" or "RSAs").

<u>Shareholders Verified to Own 5% or More</u>	<u>Total Beneficial Ownership</u>	<u>Percent of Class</u>
Ategra Capital Management, LLC	380,700	6.62%
Fourthstone LLC	566,369	9.85%
PL Capital Advisors, LLC	569,500	9.90%

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 2027 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 ten (10) nominees, or as many nominees 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. This 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 ten (10) nominees receiving the highest number of votes at the Annual Meeting shall be elected.

The position of Chair of the Board is separate from Chief Executive Officer for the Company and the Bank. The Company and the Bank believe this leadership structure enables separation of duties and independent oversight of the operating organization.

None of the directors, nominees, or Executive Officers of the Company and/or Bank were 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 and Mr. Alwin, 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 4/21/2026</u>	<u>Principal Occupation for the Past Five (5) Years</u>	<u>Director or Executive Officer Since</u>
Martin P. Alwin Director	40	Investment Advisor PL Capital Advisors, LLC	2026
Darren D. Caesar Director, Chair of the Board	58	President – CA Commercial Insurance HUB International	2006
Joe Campanelli Director	77	Business Consultant and Former Building Contractor	2006
Elizabeth Cholawsky Director, Vice Chair of the Board and Chair of Nominating and Governance	70	Operating Advisor Updata Partners	2019
Jeffrey J. Deuel Director	68	CEO (Retired 05/2025) Heritage Financial Corporation	2026
Jeff DeVine Director, President and CEO	57	Banker American Riviera Bank/Bancorp	2008
Leonard Himelsein Director	80	President National Pacific Corporation	2016
Jody Dolan Holehouse, CPA Director, Audit Chair	66	CPA Nasif, Hicks, Harris & Co LLP	2011
Weldon U. Howell, Jr., Esq. Director	78	Attorney at Law	2012
Douglas Margerum Director, Compensation Chair	66	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” ALL OF THE TEN (10) NOMINEES SET FORTH HEREIN FOR ELECTION TO THE BOARD OF DIRECTORS UNTIL THE 2027 ANNUAL MEETING OF SHAREHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS SHALL BE ELECTED AND QUALIFIED.

Board Oversight of Risk Management

The Company is committed to strong corporate governance practices. The Board oversees the Company's business and monitors the performance of management. Management is responsible for the day-to-day identification and management of risks faced by the Company and Bank, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The Board believes that full and open communication between management and the Board is essential for effective risk management and oversight. The Company's Chair meets regularly with the Chief Executive Officer and other senior officers to discuss strategy and risks facing the Company. Senior management is available to address any questions or concerns raised by the Board on risk management and any other matters. Periodically, the Board receives presentations from senior management on strategic matters involving the Company's operations. The Board holds strategic planning sessions with senior management to discuss strategies, key challenges, risks and opportunities for the Company.

While the Board is ultimately responsible for risk oversight at the Company and Bank, the Board's various committees assist with fulfilling the oversight responsibilities. Board committees may address risks directly with management or, where appropriate, may elevate the risk for consideration by the full Board. To further expand all Board members' understanding of the risks faced by the Company, Board members are encouraged to attend all committee meetings, when possible, except when the committee determines it is more appropriate to have a meeting limited to committee members.

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 the Bank became a wholly owned subsidiary of the Company. In 2025, the Board of Directors of the Company held nine (9) regular meetings, and the board of directors of the Bank held eight (8) regular meetings. In addition to meeting as a group to review the Bank's business, certain members of the Board of the Company, that also serve as directors of the Bank, devoted their time and talents to standing committees.

Each of the directors attended at least 75% of the total number of Board meetings in 2025.

The following table lists the members and committee chair of the standing Company committees as of the date of this proxy statement and the number of meetings held by each committee during the year ended December 31, 2025. "X" indicates committee membership and "C" indicates the chair for the applicable committee.

Director Name	Audit / Risk Committee	Compensation Committee	Nominating and Corporate Governance Committee
Martin P. Alwin		X	
Darren D. Caesar	X		X
Joe Campanelli			
Elizabeth Cholawsky	X	X	C
Jeffrey J. Deuel		X	X
Jeff DeVine			
Leonard Himelsein			X
Jody Dolan Holehouse	C		
Weldon U. Howell, Jr	X	X	
Douglas Margerum		C	X
Number of meetings in 2025	10	1	6

The Company's Audit/Risk Committee monitors the Company and Bank management, financial statements, internal and external audit reports, and staff compliance with Board policies, laws and regulations. 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 establishes, reviews, and monitors the personnel policies of the Company and the Bank. 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 with the compensation of such other Executive Officers as recommended by the CEO. Compensation Committee meetings are held on an ad-hoc basis. The frequency of Compensation Committee meetings can vary based on the actions necessary in a particular year.

The Company's Nominating and Corporate Governance Committee assists the Board in nominating members of the Board of the Company and the Board 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. Shareholders who wish to make such suggestions or recommendations should forward their written suggestions to the Chair of the Nominating and Corporate 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 Bank has a Loan Committee and Joe Campanelli serves as chair of that committee.

The Bank has an Asset/Liability Management Committee and Leonard Himelsein serves as chair of that committee.

Director Compensation

The following table sets forth 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 the Company and the board of the Bank for the year ended December 31, 2025. Current outside directors Martin P. Alwin and Jeffrey J. Deuel joined the Board of the Company and the board of the Bank in 2026, so no fees were paid to them in 2025. No fees are paid to Jeff DeVine for his service on the Board of the Company or the Bank.

<u>Name</u>	<u>Fees Earned or Paid in Cash</u>	<u>Stock Awards Granted</u>	<u>Total</u>
Darren D. Caesar	\$41,832	\$23,540	\$65,372
Joe Campanelli	\$33,912	\$23,540	\$57,452
Elizabeth Cholawsky	\$29,794	\$23,540	\$53,334
Leonard Himelsein	\$36,482	\$23,540	\$60,022
Jody Dolan Holehouse	\$35,964	\$23,540	\$59,504
Weldon U. Howell, Jr	\$28,189	\$23,540	\$51,729
Douglas Margerum	\$29,544	\$23,540	\$53,084
Total	\$235,717	\$164,780	\$400,497

Each outside director receives an annual retainer of \$12,840 which is paid in cash after election at the annual meeting of shareholders for their service on the Board of the Company and the Bank. It has been the practice of the Company and Bank, as applicable, to pay additional annual retainers to outside directors that serve as committee chairs and members of the Bank Loan Committee. In 2025, additional annual retainers were as follows:

- The Chair of the Board received an additional retainer of \$14,980.
- The Loan Committee chair received \$8,560, the Audit/Risk Committee chair received \$5,350, and the chairs of the Nominating and Governance Committee, Compensation Committee and Asset/Liability Management Committee each received \$4,280.
- Loan Committee members received \$5,350, and alternates received \$2,675.

Board of director meeting fees are based on attendance. The level in effect for 2025 was:

- \$1,338 per Bank board meeting attended in person or via video.
- \$669 for each Bank board meeting attended via phone.
- \$268 for each Company Board meeting attended in person or via video.
- \$134 for each Company Board meeting attended via phone.
- Directors also received \$1,338 for attendance at the annual Board organizational meeting and receive \$1,338 per day in years when Board strategic planning is held.

The Company typically grants Common Stock to the outside directors annually after election at the annual meeting of shareholders with vesting occurring after 12 months of service and immediate vesting for death, disability or qualifying change in control. In 2025, each outside director was granted shares with a value of \$23,540.

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 the 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 the Bank, and the period during which the person has served in such position.

<u>Name</u>	<u>Age as of 4/21/2026</u>	<u>Position with Company/Bank</u>	<u>Principal Occupation for the Past Five (5) Years</u>	<u>Year Appointed to Position</u>
Jeff DeVine	57	President and Chief Executive Officer	Banker	2008
Joanne Funari	66	EVP, Chief Operating Officer	Banker	2016
Michelle Martinich	52	EVP, Chief Financial Officer	Banker	2006
Eusebio Cordova, Jr.	44	EVP, Chief Credit Officer	Banker	2016
Laurel Sykes	51	EVP, Chief Risk Officer	Banker	2019
Paul Abramson	46	EVP, Chief Technology Officer	Banker	2019

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 and Management Science.

Ms. Funari was appointed EVP, Chief Operating Officer of the Bank on January 1, 2016. Ms. Funari was previously employed as EVP, 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 National Bank. She was also a founder and president of Business First Bank and held senior officer positions at Santa Barbara Bank & Trust, City Commerce Bank and Bank of New York over her 30+ year career. 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.

Ms. Martinich was appointed SVP, Chief Financial Officer of the Bank on April 20, 2006, and currently serves as the EVP, Chief Financial Officer and was appointed as the EVP, 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 30+ 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 with honors from University of California, Santa Barbara with a Bachelor of Arts in Business Economics.

Mr. Cordova was appointed SVP, Chief Credit Officer of the Bank on July 20, 2016, and currently serves as the EVP, 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. Mr. Cordova graduated with a Bachelor of Science Degree in Business and minor in Economics from California State University Channel Islands. He is a graduate of Pacific Coast Banking School at the University of Washington.

Ms. Sykes was appointed EVP, Chief Risk Officer of the Bank on June 13, 2019, and was appointed as the EVP, Chief Risk Officer of the Company on February 10, 2022. She holds the designation of Certified Regulatory Compliance Manager. Ms. Sykes launched her banking career at Wells Fargo and later joined Santa Barbara Bank & Trust, moving into the bank's consumer compliance function where she rose to the position of Director of Regulatory Affairs before accepting a position with Montecito Bank & Trust as SVP, Chief Risk Officer. Ms. Sykes graduated with a degree in Business Economics at the University of California, Santa Barbara and Juris Master degree from Florida State University.

Mr. Abramson was appointed EVP, Chief Technology Officer of the Bank on December 2, 2019. He is leading our bank in technology and cyber security strategy. Mr. Abramson comes to us with 25 years of experience in the Technology and Cybersecurity industries. He previously served as the lead technologist and cybersecurity architect for Montecito Bank & Trust, and before that worked for a network security solutions provider designing and implementing threat management deployments for large enterprises. He graduated from University of California, Santa Barbara with a Bachelor of Arts in Business Economics and completed the Western Bankers Association Executive Development Program.

Compensation Philosophy

The Compensation policies of the Company are designed to attract and retain highly qualified personnel. Such compensation may include elements that reward long-term financial performance and growth of the Company and Bank in the form of restricted stock grants under the 2024 Omnibus Stock Incentive Plan, in addition to short-term elements such as salary and bonus opportunity. The goal of restricted stock grants and other forms of equity compensation, which serve as long-term incentive compensation, is to attempt to more closely align the interest of the award recipient with the long-term interests of shareholders. The Company's general strategy, including the compensation paid to Executive Officers, is to pay annual compensation that is competitive with similar positions at peer banks with consideration given to the Company's overall financial position and performance relative to banks in similar positions.

Role of the Compensation Committee, Compensation Consultants and Executive Officers

The Compensation Committee (the "Committee") has retained Blanchard Consulting Group ("Blanchard") to serve as an independent compensation consultant with respect to executive and board compensation. Blanchard's work has included a review of the Company's peer group and a comprehensive assessment of the Company's executive compensation programs and pay levels for the Executive Officers compared to the market, including advice and counsel related to market trends and best practices regarding the structure and governance of the executive compensation programs. The Committee has assessed Blanchard's independence and concluded that no conflict of interest exists that would prevent Blanchard from serving as an independent advisor to the Committee. Blanchard provided no services to the Company or its management other than the services related to the Committee.

Although the Committee makes independent determinations on all matters related to the compensation of the Executive Officers utilizing executive sessions without management present, certain members of management are requested to attend and provide input to the Committee throughout the year. The Committee receives data and agenda materials from Company management, including the CEO, the CFO, and others as needed to ensure it has the information and perspective needed to carry out its duties.

Peer Group and Benchmarking

Understanding the banking industry landscape is essential to establishing the Company's incentive program targets and making compensation decisions. The Company regularly reviews competitive market data and compares executive pay and performance to ensure alignment. The Committee targets total compensation to be competitive with the market as reflected through peer group and industry surveys. To accomplish this, it has been the Committee's practice to benchmark the Executive Officer and director compensation periodically against market data and an appropriate group of peers.

The Committee's most recent peer group is focused on banks with assets between \$900 million and \$3.6 billion as of 2024 year-end and located in California, Nevada and Washington and consisted of the following 20 publicly traded banks:

- BayCom Corp (NASDAQ: BCML)
- Broadway Financial Corporation (NASDAQ: BYFC)
- Community West Bancshares (NASDAQ: CWBC)
- Exchange Bank (OTC: EXSR)
- FFB Bancorp (OTCQX: FFBB)
- First Financial Northwest, Inc. (---
- First Northern Community Bancorp (OTCQX: FNRN)

- First Northwest Bancorp (NASDAQ: FNWB)
- FS Bancorp, Inc. (NASDAQ: FSBW)
- Oak Valley Bancorp (NASDAQ: OVLY)
- OP Bancorp (NASDAQ: OPBK)
- PCB Bancorp (NASDAQ: PCB)
- Plumas Bancorp (NASDAQ: PLBC)
- Provident Financial Holdings, Inc. (NASDAQ: PROV)
- Riverview Bancorp, Inc. (NASDAQ: RVSB)
- Sound Financial Bancorp, Inc. (NASDAQ: SFBC)
- Summit State Bank (NASDAQ: SSBI)
- Timberland Bancorp, Inc. (NASDAQ: TSBK)
- United Security Bancshares (NASDAQ: UBFO)
- West Coast Community Bancorp (OTCQX: WCCB)

Blanchard used this peer group to conduct benchmarking and assess director and executive compensation. The Committee further supplemented the peer group data with data from multiple compensation surveys and Blanchard’s proprietary client database. Industry comparisons are only one element of the Committee’s holistic review of its executive compensation programs. In addition to the market data as described above, the Committee considers the overall performance of the Company and its Executive Officers as well as the Company’s business and retention needs in making compensation decisions.

Incentive Plan History

American Riviera Bank’s incentive plan is administered by the Compensation Committee of the Company and goal targets are set based on the Bank’s annual budget. Typically, goals emphasize pre-tax profitability, loan outstanding balance average growth, and demand deposit average balance growth. Weightings on each goal can shift annually based on the Bank’s priorities for a particular year or the overall strategic plan of the Company. The incentive plan is quantitatively driven by a combination of goal achievement, goal weightings, the number of participants, and the potential of each participant based on their salary, corporate title and level of responsibility. However, the Committee retains broad discretion to adjust the payout both upward and downward based on significant unforeseen events, unbudgeted discretionary decisions of the Board, or extraordinary income/expense. The Committee has the authority to make a partial payout or no payout at all if circumstances warrant that decision.

The following table sets forth information on the Bank’s incentive plan for the last four incentive plan periods:

Plan	Year	Incentive Plan	Weighted Plan	Cash \$	RSA \$	RSA #
Year	Paid	# Participants	Achievement	Incentive	Incentive	Shares
2025	2026	81	113%	\$ 2,215,000	\$1,650,000	60,149
2024	2025	74	84%	\$ 1,240,000	\$ 591,000	30,634
2023	2024	73	87%	\$ 1,291,000	\$ 682,000	42,359
2022	2023	75	119%	\$ 2,000,000	\$ 1,482,000	80,108

RSA grants typically vest over 4 years, with 25% vesting each year. The RSA grants for the 2022 plan year had a 5-year vesting schedule with 0% vesting in year 1, and 25% each year thereafter for the Executive Officers and certain other senior officers.

Executive Compensation

The following 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 to the two other most highly compensated Executive Officers whose total annual salary and bonus for the fiscal year ended December 31, 2025, exceeded \$100,000 (collectively, the named executive officers “NEOs”):

Name and Principal Position	Fiscal Year	Annual Compensation					Total Comp	RSA Grant (# of shares)
		Salary (\$)	Non-Equity Incentive Plan Comp (\$)	Stock Award	Other Annual Comp			
Jeff DeVine President & CEO	2025	\$ 541,492	\$ 363,000	\$ 225,008	\$ 31,919	\$ 1,161,419	8,197	
	2024	\$ 514,804	\$ 195,000	\$ 75,000	\$ 30,300	\$ 815,104	3,886	
	2023	\$ 508,569	\$ 205,000	\$ 150,004	\$ 29,700	\$ 893,273	9,317	
Joanne Funari EVP, COO	2025	\$ 313,527	\$ 138,000	\$ 100,000	\$ 26,173	\$ 577,700	3,643	
	2024	\$ 298,788	\$ 75,000	\$ 29,992	\$ 23,880	\$ 427,660	1,554	
	2023	\$ 301,488	\$ 79,000	\$ 70,003	\$ 24,000	\$ 474,491	4,348	
Michelle Martinich EVP, CFO	2025	\$ 308,752	\$ 137,000	\$ 100,000	\$ 22,131	\$ 567,883	3,643	
	2024	\$ 298,602	\$ 78,000	\$ 34,007	\$ 21,043	\$ 431,652	1,762	
	2023	\$ 295,393	\$ 82,000	\$ 73,996	\$ 20,122	\$ 471,511	4,596	

Amounts shown reflect incentives earned based on performance in the years indicated and were paid in cash or RSAs granted, as applicable, during the first quarter of the following year. Incentives earned are paid in both cash and RSAs. RSAs generally vest over a four-year period starting from the anniversary date of the original grant. The total value of an equity grant to a NEO is reported in the year of the grant even if the grant has associated time vesting conditions.

The following table sets forth the breakout of Other Annual Compensation earned in 2025:

	Car Allowance	Car Lease Benefit	401k Match	Split Dollar Bank Owned Life Insurance	Total
Jeff DeVine		\$ 16,500	\$ 14,000	\$ 1,419	\$ 31,919
Joanne Funari	\$ 10,080		\$ 14,000	\$ 2,093	\$ 26,173
Michelle Martinich		\$ 9,252	\$ 12,267	\$ 612	\$ 22,131

The 2025 incentive plan opportunity levels for the President and Chief Executive Officer, and the two other most highly compensated Executive Officers were:

Name and Principal Position	Possible Payout Under Non-Equity Incentive Plan Awards (\$)			Possible Payout Under Equity Incentive Plan Awards (\$)		
	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)
Jeff DeVine President & CEO	\$ 190,750	\$ 272,500	\$ 408,750	\$ 68,125	\$ 136,250	\$ 272,500
Joanne Funari EVP, COO	\$ 78,750	\$ 110,250	\$ 157,500	\$ 31,500	\$ 63,000	\$ 126,000
Michelle Martinich EVP, CFO	\$ 77,500	\$ 108,500	\$ 155,000	\$ 31,000	\$ 62,000	\$ 124,000

The following table provides certain information as of December 31, 2025, regarding restricted stock awards outstanding and related values by NEO as of December 31, 2025. There are no stock options outstanding as of December 31, 2025 and no options were exercised during the year. Note that share counts reflect the 10% stock split which was effective on November 28, 2022. The market value of the RSAs that have not vested is calculated by multiplying the number of unvested RSA shares by the closing price of our Common Stock at December 31, 2025, which was \$23.90.

Name	Grant Date	RSAs Not Yet Vested	
		# of shares	\$ Market Value
Jeff DeVine	2/17/2022	1,459	\$ 34,870
	2/15/2023	9,486	\$ 226,715
	2/21/2024	6,988	\$ 167,013
	2/19/2025	3,886	\$ 92,875
	Total	21,819	\$ 521,473
Joanne Funari	2/17/2022	664	\$ 15,870
	2/15/2023	4,176	\$ 99,806
	2/21/2024	3,262	\$ 77,962
	2/19/2025	1,554	\$ 37,141
	Total	9,656	\$ 230,779
Michelle Martinich	2/17/2022	664	\$ 15,870
	2/15/2023	4,216	\$ 100,762
	2/21/2024	3,448	\$ 82,407
	2/23/2025	1,762	\$ 42,112
	Total	10,090	\$ 241,151

Employment Agreements

The Bank entered into a two-year Executive Employment Agreement (“Employment Agreement”) with Mr. DeVine dated August 17, 2024. Mr. DeVine’s current salary, effective March 1, 2026, is \$580,000. The Employment Agreement provides for an 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. If Mr. DeVine is terminated without Good Cause or resigns for Good Reason as those terms are defined in the Employment Agreement, Mr. DeVine will receive a severance payment in the amount of twenty-four (24) 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, 2024. Ms. Funari’s current salary, effective March 1, 2026, is \$335,000. The Employment Agreement provides for an 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. If Ms. Funari is terminated without Good Cause or resigns for Good Reason as those terms are defined in the Employment Agreement, Ms. Funari will receive a severance payment in the amount of twelve (12) 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, 2024. Ms. Martinich’s current salary, effective March 1, 2026, is \$332,000. The Employment Agreement provides for an 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. If Ms. Martinich is terminated without Good Cause or resigns for Good Reason as those terms are defined in the Employment Agreement, Ms. Martinich will 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 June 20, 2024, the Company adopted the American Riviera Bank 2024 Omnibus Stock Incentive Plan ("2024 Plan") which has been 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 500,000 shares of the Company's Common Stock. The remaining shares available for issuance under the prior 2015 Omnibus Stock Incentive Plan ("2015 Plan") were cancelled upon adoption of the 2024 Plan. However, shares forfeited or cancelled after such date from the 2015 Plan are replenished in the 2024 Plan.

The 2024 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 operating results and government regulations. The 2024 Plan requires that the option or grant price may not be less than the fair market value of the Common Stock at the date the award is granted, and that the exercise price per share must be paid in full or shares tendered for sale "net exercise" at the time the option is exercised. The 2024 Plan permits the use of vested, in-the-money stock options to be used toward a cashless exercise. The 2024 Plan does not provide for the settlement of awards in cash and new shares are issued upon option exercise or grant of restricted stock. As of December 31, 2025, and for the year then ended, there were no stock options outstanding, no value realized on stock options and no unexercised options.

Pursuant to the terms of the 2024 Plan, the Company can also grant share-based awards to its Executive Officers, directors, and other key employees at a value equal to the then current fair market value on the day of the grant, and such grants typically vest over a 4 year period. Grants to officers are generally associated with hiring, promotion, retention, or annual incentive plan performance.

As of December 31, 2025, a total of 475,377 shares were available for issuance in the 2024 Plan. The following table provides an issuance analysis of the Company's Omnibus Stock Incentive Plans for the last 4 years:

OMNIBUS STOCK INCENTIVE PLAN ISSUANCE ANALYSIS

	RSAs Granted	Forfeitures	Surrender for taxes	Net Issued	Issued shares at 12/31/YY	Burn rate
2025	56,508	(2,843)	(25,843)	27,822	5,713,022	0.49%
2024	92,547	(13,740)	(31,687)	47,120	5,815,817	0.81%
2023	103,447	(7,215)	(19,696)	76,536	5,768,697	1.33%
2022	69,949	(9,908)	(16,544)	43,497	5,669,489	0.77%
4 year total	322,451	(33,706)	(93,770)	194,975		
4 year average	80,613	(8,427)	(23,443)	48,744	5,741,756	0.85%

In conjunction with adoption of the 2024 Plan, the Company implemented shareholder friendly practices as follows. Grants of share-based awards are not made with immediate vesting, including grants made to outside directors upon election. Grants of share-based awards for hiring, promotion and retention purposes do not provide for accelerated vesting upon death or disability. Only grants of share-based awards for previous incentive plan performance or outside director election provide for accelerated vesting upon death or disability. Grants of share-based awards issued under the 2024 Plan do not automatically vest in the event of a change in control and may

be assumed or substituted for a substantially equivalent award at the acquiror's option without consent of the participant.

From time to time, the Company expects to grant share-based awards to other key salaried employees, officers, directors, and consultants, at the fair market value of the Company's Common Stock on the date of grant. Share-based awards typically 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 share-based awards to be granted in the future.

Other Benefits

The Bank provides monthly car allowances and lease benefits to certain officers of the 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 or its Compensation Committee. "Safe harbor" Bank contributions vest immediately for all employees. The Bank contributed a total of \$625,682 in the form of employer matching contributions to the 401(k) Plan during 2025.

Certain Transactions

Other Transactions. It is anticipated that the Executive Officers and directors of the Company, the 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 the 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, 2025, 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 \$50,000, substantially 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/Risk Committee, has selected Crowe LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2025. It is anticipated that a representative of Crowe LLP will be present at the Annual Meeting to respond to appropriate questions from shareholders.

Fees incurred for professional services provided by Crowe LLP for 2025 and 2024:

	2025		2024	
Audit Fees	\$	150,000	\$	143,000
Audit-Related Fees & Travel	\$	8,286	\$	19,948
Tax Fees	\$	28,885	\$	15,631
Tax Consulting Fees	\$	28,261	\$	30,471
Total Fees	\$	215,432	\$	209,050

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 directive to the Board of Directors and the Audit/Risk Committee to consider selection of a different firm. Even if the selection is ratified, the Audit/Risk 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 FOR
THE FISCAL YEAR ENDING DECEMBER 31, 2026**

PROPOSALS BY SHAREHOLDERS FOR 2027 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, 2026. 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 Annual Meeting other than those set forth above. However, if other matters properly come before the Annual 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 21, 2026

