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Stockholder Information

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River Valley AgCredit 2022 Annual Stockholders' Meeting Official Notice

Annual Meeting Information Statement

The annual meeting of River Valley AgCredit will be held in sectional meetings this year for your convenience.

You are invited to attend any one of the following sectional meetings:

East Region:

Monday, November 14, 2022 – Rhea County Middle School, Dayton, TN

Meal begins at 5:30 p.m. EST with meeting beginning at 6:30 p.m. EST

West Region:

Thursday, November 17, 2022 – Graves County High School, Mayfield, KY

Meal begins at 4:45 p.m. CST with meeting beginning at 7:00 p.m. CST

As of September 23, 2022 there were 3,402 C stockholders of River Valley AgCredit, comprised of 1,864 C stockholders in the East Region and 1,538 in the West Region. The East Region consists of the Tennessee counties of: Bledsoe, Bradley, Hamilton, Loudon, Marion, McMinn, Meigs, Monroe, Polk, Rhea, Roane, and Sequatchie. The West Region consists of the Kentucky counties of: Ballard, Calloway, Carlisle, Fulton, Graves, Hickman, McCracken, and Marshall. All C stockholders, as of the meeting dates, will be eligible to vote on candidates for director positions for West Region, Seat 1; West Region, Seat 2; and East Region, Seat 2. They will also vote for candidates for the 2023 Nominating Committee, which will consist of at least 11 Voting Stockholders, one from each of the following regions: Hamilton/Rhea/Marion, Bradley/Polk, Bledsoe/Sequatchie, McMinn/Meigs, Monroe/Roane/Loudon, Graves, Carlisle, Hickman, Fulton, Ballard/McCracken, Calloway/Marshall. Nominees for both director and nominating committee positions are selected from specific regional areas in order to achieve fair representation of stockholders in the Association's territory.

NOMINATING COMMITTEE REPORT

Call 1

The 2022 Nominating Committee of River Valley AgCredit consisting of Keith Lowry, Calvin Curtsinger, Randy Deweese, Nathan Wilson, Colby Foster, Kelly Overbey, James Housley, Chuck McSpadden, Matt Ritchey, Perry Philpott, and Meghan Hull met by conference call at 8:30 am CDT/9:30 am EDT on Friday, August 26, 2022. The purpose of this meeting was to make nominations for directors for West Region, Seat 1; West Region, Seat 2; and East Region, Seat 2 positions. The Committee also made nominations for the 2023 Nominating Committee members, all of which are to be elected at the 2022 Annual Stockholders Meetings. Keith Lowry was elected as Chairman and James Housley was elected as Secretary.

The Corporate Secretary of the Association reviewed the information that was previously given at the Advisory Committee meetings, which included: the Association Bylaws, the Director Qualification Policy, the Election of Director Policy, a list of all members, the previous year's Board Self-Evaluation, the FCA publication – The Director's Role, and the FCA publication – The Role of the Farm Credit System Nominating Committee. A nomination was made, seconded and carried by the Nominating Committee to place the following candidates on the ballot for the director's positions:

WEST REGION, SEAT 1: Mary "Susie" Fenwick

WEST REGION, SEAT 2: Aaron Wilson

EAST REGION, SEAT 2: Annette Bryant and David Brashears

It must be noted the Nominating Committee, as directed by the Board, diligently sought to find two possible nominees for the director position for the West Region, Seat 1 position and the West Region, Seat 2 position but only one nominee could be obtained for these seats. The Nominating Committee promptly submitted written explanation of the reasons why it was unable to find more than one such persons, directly following the Nominating Committee Meeting.

A motion was made, seconded and carried by the Nominating Committee to list director candidates on the ballot, listing the incumbent director first on the ballot.

Nominations from the floor for both Director Candidates and Nominating Committee members will be handled as follows:

- Will be considered for every open stockholder-elected Director position or Nominating Committee Member
- Will be accepted at the first sectional meeting only
- Must be made by a voting stockholder
- May be seconded by a voting stockholder
- Must be accepted by the nominee
- Nominee must complete in writing at the meeting all disclosures required by FCA regulation

It was noted by the Nominating Committee that all nominees had been contacted personally by a committee member from the respective counties.

Also a motion was made, seconded and carried to nominate the following candidates for the 2023 Nominating Committee. A motion was made, seconded and carried to list the nominees for the 2023 Nominating Committee in alphabetical order on the ballot. From the Nominating Committee candidates, one will be elected as the Nominating Committee member and the others will serve as the Nominating Committee alternates.

CARLISLE COUNTY:

Derrick Galloway and Bobby Toon

HICKMAN COUNTY:

Randy Deweese and Paul Stahr

FULTON COUNTY:

Nathan Campbell and Matt Moss

BALLARD/MCCRACKEN COUNTIES:

Colby Foster and Tyler Powell

CALLOWAY/MARSHALL COUNTIES:

Kelly Overbey and Chris Thorn

GRAVES COUNTY:

Keith Lowry, Jan Miller and Cody Payne

HAMILTON/RHEA/MARION COUNTIES:

James Housley and Steve Miller

BRADLEY/POLK COUNTIES:

Adam Hair and Josh Hannah

BLEDSON/SEQUATCHIE COUNTIES:

Justin Jackson and Matt Ritchey

MCMINN/MEIGS COUNTIES:

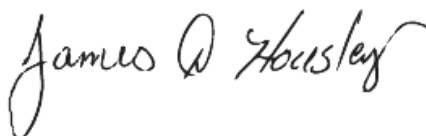
Perry Philpott and Axel "Boone" Walker

MONROE/ROANE/LOUDON COUNTIES:

Chad Craun and Ethan Niles

There being no further business, the meeting was adjourned.

Respectfully submitted,



James Housley, Secretary

NOMINATING COMMITTEE REPORT

Call 2

The 2022 Nominating Committee of River Valley AgCredit consisting of Keith Lowry, Calvin Curtsinger, Randy Deweese, Nathan Wilson, Colby Foster, Kelly Overbey, James Housley, Chuck McSpadden, Matt Ritchey, Perry Philpott, and Meghan Hull met by conference call at 8:30 am CDT/9:30 am EDT on Friday, September 2, 2022. The purpose of this meeting was to meet the request from the Board of Directors, in response to the Nominating Committee letter that was written to the Board following the August 26, 2022 Nominating Committee Call. After receipt of the letter, the Board held a conference call on August 26, 2022 to review the letter and discuss further action and a possible response from the Board. Discussion was held around the importance of finding qualified candidates and making a best attempt to give the membership a choice in the vacated position. A motion was approved to ask the Nominating Committee to continue to look for an additional qualified candidate for the West Region, Seat 1 position.

Correspondence was previously sent to the Committee, notifying them of the request from the Board to seek an additional qualified candidate for the vacated West Region, Seat 1 position. The Corporate Secretary of the Association reviewed the request from the Board with the Committee, and reviewed the nominations that were made on the last call. A motion was made, seconded and duly carried to additionally nominate Darrin Holder to be added to the West Region, Seat 1 ballot.

A motion was also made, seconded, and duly carried to nominate Carl "Dillon" Pirtle to be added to the Graves County Nominating Committee.

Another motion was made, seconded, and duly carried to nominate Tyler Swafford and Billy Vanwinkle to be added to the Bledsoe/Sequatchie Counties Nominating Committee.

Lastly, since there is no incumbent director for the West Region, Seat 1 position, a motion was made, seconded and duly carried to list nominees for the West Region, Seat 1 position in alphabetical order on the ballot.

The additions were reviewed with the Committee, which will place the following nominations on the ballots for the 2022 elections:

WEST REGION, SEAT 1:

Mary "Susie" Fenwick and Darrin Holder

WEST REGION, SEAT 2:

Aaron Wilson

EAST REGION, SEAT 2:

Annette Bryant and David Brashears

CARLISLE COUNTY:

Derrick Galloway and Bobby Toon

HICKMAN COUNTY:

Randy Deweese and Paul Stahr

FULTON COUNTY:

Nathan Campbell and Matt Moss

BALLARD/MCCRACKEN COUNTIES:

Colby Foster and Tyler Powell

CALLOWAY/MARSHALL COUNTIES:

Kelly Overbey and Chris Thorn

GRAVES COUNTY:

Keith Lowry, Jan Miller, Cody Payne and Carl "Dillon" Pirtle

HAMILTON/RHEA/MARION COUNTIES:

James Housley and Steve Miller

BRADLEY/POLK COUNTIES:

Adam Hair and Josh Hannah

BLEDSOE/SEQUATCHIE COUNTIES:

Justin Jackson, Matt Ritchey, Tyler Swafford, and Billy Vanwinkle

MCMINN/MEIGS COUNTIES:

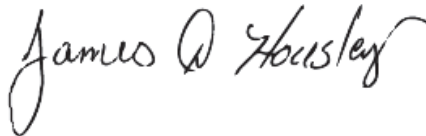
Perry Philpott and Axel "Boone" Walker

MONROE/ROANE/LOUDON COUNTIES:

Chad Craun and Ethan Niles

There being no further business, the meeting was adjourned.

Respectfully submitted,



James Housley, Secretary

Annual Meeting Information Statement

In accordance with FCA regulations 620.21, the following information must be provided to stockholders:

1. The following are the present members of the River Valley AgCredit Board of Directors:

Annette Bryant, age 40, was elected to complete a term expiring in 2022. Annette has been an Agriculture Teacher for over 13 years. She also owns and operates a cow/calf operation in McMinn County with her husband, Andy Bryant. They also raise market hogs and sheep for their on-site store, Harmony Hill Market. She attended the University of Tennessee at Martin, where she received her BS in Animal Science and Kansas State University where she received her MS in Ruminant Nutrition. Annette currently serves as an FFA Advisor, a committee member of McMinn Livestock Association and a committee member of McMinn Junior Livestock Association.

Andrew Falwell, age 45, serving a three-year term expiring in 2024. Andrew was elected to serve on the Board in 2018. Mr. Falwell operates a row-crop, dark-tobacco, and fruit/vegetable operation in Calloway County, Kentucky. He received his BS in Agricultural Business and Agricultural Education from Murray State University and a Masters Degree in Agricultural Economics from Purdue University.

Darren Grogan, age 49, serving a three-year term expiring in 2023. Darren has served on the Board since 2008. Mr. Grogan operates a row crop operation headquartered in Carlisle County, Kentucky. He is a graduate of Ashford University with his BS degree in Economics, with specialization in finance and a minor in accounting.

Randall Heath, (Vice Chairman), age 71, serving a three-year term expiring in 2022. Randall has served on the Board since 2006. Mr. Heath is retired from a row-crop operation in Graves County, Kentucky. Randall is a board member of Graves County Farm Bureau.

Don Massengale, age 62, serving a three-year term expiring in 2024. Don was elected to serve on the Board in 2018. Don operates a cow/calf operation and a 2 house commercial breeder poultry operation. Don is President of the Rhea County Fair Board, Vice President of Rhea County Cattleman's Association, and serves as board member for Rhea County Farm Bureau.

Tiffany Myers, CPA, age 51, was elected by the Board of Directors as Outside Director with her term expiring in 2024. Tiffany has served on the Board since 2015. Mrs. Myers is a Certified Public Accountant and the CFO for WK&T Telecommunications. She has a BS degree from Murray State University in Accounting and a Master of Information Systems from the University of Phoenix. Tiffany serves as a WoodmenLife National Board Director. She is also a member of the Kentucky Society of CPA's and the American Institute of Certified Public Accountant Organization.

Dr. Buddy Ray, age 70, was elected by the Board of Directors as Outside Director with his term expiring in 2022. Buddy has served on the Board since 2003. Dr. Ray is a veterinarian at Bovine Consulting Associates, LLC. He also serves on the Merck Large Animal Advisory Board and the Elanco Food Animal Advisory Board. Dr. Ray received his BS degree in Agriculture from Murray State University and received his DVM from Auburn University.

David Richesin, (Board Chairman), age 56, serving a three-year term expiring in 2023. David has served on the Board since 2008. Mr. Richesin owns and manages a grain operation based in Loudon County, Tennessee. Currently, he serves as a director of the AgFirst Farm Credit Council, as well as on the AgFirst Board of Directors. He is a State Director-At-Large of the Tennessee Farm Bureau Board and President of the Loudon County Farm Bureau Board. Mr. Richesin received his BS Degree in Agriculture Business from the University of Tennessee.

Aaron Wilson, age 47, serving a three-year term that expires in 2022. Aaron was elected to serve on the board in 2019. Mr. Wilson operates a row crop and beef cattle operation located in Ballard Co, KY. He received his Bachelor of Arts degree from Transylvania University. He also serves as the chairman of the Ballard Co Soil Conversation Service.

2. No incumbent director attended fewer than 75 percent of the total of board meetings or any board committee on which he served during the last fiscal year.
3. No director has resigned or declined to stand for re-election during the last fiscal year due to a policy disagreement with the Board.
4. The employee and director loans of the River Valley AgCredit are regulated by the Employee and Director

Conflict of Interest policy as approved/adopted by the Board of Directors.

5. River Valley AgCredit has had loans outstanding during the last fiscal year-to-date to its senior officers, directors and nominees for directors that:

- a. were made in the normal course of business;
- b. were made on the same terms, including interest rate, amortization schedule and collateral as those prevailing at the time from comparable transactions with other persons; and,
- c. had not been the subject of any order, judgment or decree which suspended, permanently or temporarily, their engagement in any type of business practice.

6. Nominations for directors and nominating committee can be made from the floor at the first sectional meeting. Any nominees from the floor will require disclosure in accordance with FCA regulation 620.6(e) and (f) in writing at the first sectional meeting. Copies of these regulations can be obtained at the Administrative Office, upon request. Nominations from the floor at the first sectional meeting will require a nomination and second by separate voting stockholders. After receiving a floor nomination, the floor nominee must state if he or she accepts the nomination and must provide the appropriate disclosures as mentioned above immediately before voting occurs at the first sectional meeting.

7. In accordance with Section 510 of the bylaws, the candidate receiving the largest number of votes for each position shall be declared elected. In the event of a tie, a runoff election between those tying shall be held, and the results shall be reported in the same manner as in the original election. However, if the tie is between only two candidates and if the candidates agree, the tie may be broken by any other method approved by the Board.

8. The most recent 2021 Annual Report for River Valley AgCredit was provided to the membership by March 31, 2021. Quarterly financial statements are provided to all stockholders via the Association Website.

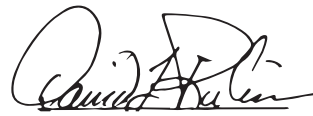
9. We, the undersigned, certify this statement has been prepared in accordance with applicable statutory and regulatory requirements, that it has been reviewed by the certifying parties as listed below, and the information contained herein is true, correct and complete to the best of our knowledge and belief.



10/21/2022

Kyle M. Yancey, Chief Executive Officer

Date



10/21/2022

David Richesin, Board Chairman

Date



10/21/2022

Beth Barkley, Chief Financial Officer

Date

Director Nominees

The following list provides the names and biographical information on each candidate nominated for director by the Nominating Committee.

West Region, Seat 1:

Nominee 1:



Mary "Susie" Fenwick

Age: 62

City: Water Valley

State: Kentucky

County: Graves

Business Address:

10180 ST RT 94 W

Education: South Fulton High School
University of Tennessee at Martin – BS in AgriBusiness

Personal Information:

Husband, Pat; Children, Ryan, Elise

Principal Occupation/Employments for Last 5 years:

Farming/Owns/Operates a row crop and cattle operation with her husband. The row crop operation consists of 1500 acres of corn and soybeans and 700 acres maintained in pasture hay. The cattle operation consists of approximately 450 head of cattle

Boards on Which Nominee Serves and Nature of Business:

Graves County Extension Board – Chairperson
Graves County Conservation District – Treasurer
Graves County Extension Council

Other Organizations: AgCredit Member – 40 years
St Edward Church – Pastorial Council Secretary; Social Outreach Committee, Chairperson

Related Party Transactions: Spouse, Sister, Brother-in-law

Nominee 2:



Darrin Holder

Age: 44

City: Clinton

State: Kentucky

County: Hickman

Business Address:

407 Via Road

Education: Hickman County High School
Murray State University – BS in Agriculture Science
Master's Degree in Agriculture, emphasis o/in Agronomy

Personal Information:

Wife, Jennifer; Children, Landon, Miller

Principal Occupation/Employments for Last 5 years:

Agronomist/Crop Protection Product Manager for WinField United, a Land O'Lakes Company. Owner of a small row crop farm that is rented to a local farmer. Raises a small acreage of pumpkins and ornamental corn with wife and kids

Boards on Which Nominee Serves and Nature of Business:

Hickman County Little League Board

Other Organizations: AgCredit Member – 17 years
New Harmony Baptist Church – Young Adult Sunday School Teacher and Vacation Bible School Director
Little League Coach

Related Party Transactions: Spouse

West Region, Seat 2:

Nominee 1:



Aaron Wilson

Age: 47

City: LaCenter

State: Kentucky

County: Ballard

Business Address:

1493 Mosstown Rd

Education: Lone Oak High School
Transylvania University – BA in Biology

Personal Information: Wife, Michelle; Children, Logan, Callie

Principal Occupation/Employments for Last 5 years:
Owns/Operates a row crop and beef cow operation located in Ballard County, KY

Boards on Which Nominee Serves and Nature of Business: Director of River Valley AgCredit – 12 years
Ballard County Soil Conservation - Chairman

Other Organizations: AgCredit Member – 26 years
Bethel Cumberland Presbyterian Church – Member

Related Party Transactions: Spouse, Father-in-Law, Sister

East Region, Seat 2:

Nominee 1:



Annette Bryant

Age: 40

City: Athens

State: Tennessee

County: McMinn

Business Address:
429 County Road 415

Education: University of Tennessee at Martin
Kansas State University

Personal Information: Husband, Andy; Children, Addison, Browder, Rossie, Baxter

Principal Occupation/Employments for Last 5 years:
Agriculture Education and FFA Advisor. Owns/Operates cow-calf operation, small herd of hair sheep, small group of Berkshire market hogs. Owns Harmony Hill meat market.

Boards on Which Nominee Serves and Nature of Business: Director of River Valley AgCredit – 2 years
McMinn County Junior Livestock – Committee Member
McMinn Livestock Association – Committee Member

Other Organizations: AgCredit Member - 13 years
Clearwater Baptist Church

Related Party Transactions: Spouse

Nominee 2:



David Brashears

Age: 67

City: Lenoir City

State: Tennessee

County: Loudon

Business Address:
4505 Kingston Hwy

Education: Roane County High School
TN Tech University – BS in Industrial Technology, School of Engineering

Personal Information: Wife, Patti; Children, David G, Heather, Sydnee

Principal Occupation/Employments for Last 5 years:
Engineering/Cattle Farmer/3rd generation farmer operating a Century Farm that contains a 50 head Beef Cattle Operation. Prior operations include tobacco, show horses, chickens, sheep and hay

Boards on Which Nominee Serves and Nature of Business: Loudon Co Livestock Association – Board Member, previous President
Roane Co Habitat for Humanity – Board Member and President
TN Cattleman's Association – Region 7, Vice President
National Management Association, Oak Ridge Chapter – President
East Roane Co Utility Water District – Board Member

Other Organizations: AgCredit Member – 25 years
Bradbury United Methodist Church – Member and Chairman of Administrative Board
East Roane County Ruritan – Board Member
Farm Bureau Member

Related Party Transactions: Spouse

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IMPORTANT STOCKHOLDER INFORMATION

