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Stockholder Information

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River Valley AgCredit 2023 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 13, 2023 – Rhea County High School, Evensville, TN

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

West Region:

Thursday, November 16, 2023 – 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 22, 2023 there were 3,448 C stockholders of River Valley AgCredit, comprised of 1,665 C stockholders in the East Region and 1,783 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 3; and East Region, Seat 1. They will also vote for candidates for the 2024 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

The 2023 Nominating Committee of River Valley AgCredit consisting of Keith Lowry, Bobby Toon, Randy Deweese, Nathan Campbell, Tyler Powell, Kelly Overbey, James Housley, Rex Calfee, Tyler Swafford, Jennifer Womble, and Ethan Niles met by conference call at 8:30 am CDT/9:30 am EDT on Friday, August 11, 2023. The purpose of this meeting was to make nominations for directors for West Region, Seat 3; and East Region, Seat 1 positions. The Committee also made nominations for the 2024 Nominating Committee members, all of which are to be elected at the 2023 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 provided at the recent Advisory Committee meetings, which included: the Association Bylaws, the Director Qualification Policy, the Election of Director Policy, a list of all stockholders, 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 3: Darren Grogan

EAST REGION, SEAT 1: David Richesin

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 3 position and the East Region, Seat 1 positions, 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 2024 Nominating Committee. A motion was made, seconded and carried to list the nominees for the 2024 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:

Benjamin "Ben" Beasley and Bobby Toon

HICKMAN COUNTY:

Deke Deweese, Randy Deweese, and Paul Stahr

FULTON COUNTY:

Nathan Campbell, James Matthew "Matt" Moss, and Nathan Wilson

BALLARD/MCCRACKEN COUNTIES:

Jay Middleton and Tyler Powell

CALLOWAY/MARSHALL COUNTIES:

Timothy Lax, Kelly Overbey, and Chris Thorn

GRAVES COUNTY:

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

HAMILTON/RHEA/MARION COUNTIES:

James Housley and George "Randy" Travis

BRADLEY/POLK COUNTIES:

Daniel Beaty, Rex Calfee, and Charles "Chuck" McSpadden

BLEDSOE/SEQUATCHIE COUNTIES:

Robert C. Collier, Justin E. Jackson and Matthew "Matt" Ritchey

MCMINN/MEIGS COUNTIES:

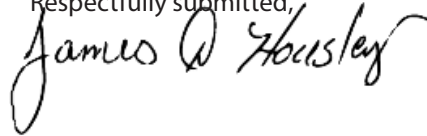
Perry Philpott and William "Will" Thompson

MONROE/ROANE/LOUDON COUNTIES:

Dalton Giles and J. "Mark" Mills

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 42, was elected to complete a term expiring in 2025. Annette has been an Agriculture Teacher for over 14 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 50, 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.

Darrin Holder, age 45, serving a three-year term expiring in 2025. Darrin has served on the Board since 2022. Mr. Holder is employed by WinField United, a Land O'Lakes Company and is the owner of a small row crop farm. He also raises a small acreage of pumpkins and ornamental corn with his wife and kids. He obtained his BS in Agriculture Science from Murray State University, and also holds a Master's Degree in Agriculture with an emphasis in Agronomy.

Don Massengale, age 63, 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 52, 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 retired CFO for WK&T Telecommunications. She continues to work with WK&T part-time as Special Projects Director. 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.

David Richesin, (Board Chairman), age 57 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. Mr. Richesin received his BS Degree in Agriculture Business from the University of Tennessee.

Dr. Aaron Smith, age 43, was elected by the Board of Directors as Outside Director with his term expiring in 2025. Dr. Smith has served on the Board since 2022. Dr. Smith holds a diploma in Agriculture Business with a Major in Finance from Olds College, a Bachelor of Arts in Agribusiness from the University of Lethbridge, a Masters of Science from the University of Arkansas, and earned his PhD from the University of Arkansas. He serves as an Associate Professor in the Department of Agriculture and Resource Economics at the University of Tennessee, Knoxville.

Aaron Wilson, age 48, serving a three-year term that expires in 2025. 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 Standards of Conduct 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 2022 Annual Report for River Valley AgCredit was provided to the membership by March 31, 2023. 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.



10/23/2023

Kyle M. Yancey, Chief Executive Officer

Date



10/23/2023

David Richesin, Board Chairman

Date



10/23/2023

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 3:



Darren Grogan

Age: 50

City: Arlington

State: Kentucky

County: Carlisle

Business Address:

330 State Route 877
Arlington, KY 42021

Education: Carlisle County High School
Ashford University – Economics Finance, minor in
Accounting

Personal Information:

Wife, Misty; Children, Connor and Camryn

Principal Occupation/Employments for Last 5 years:

Owns/Operates Triple G Farms, with his dad and brother.
This operation consists of corn, soybeans and wheat

**Boards on Which Nominee Serves and Nature of
Business:**

Director of River Valley AgCredit – 15 years
John Deere LUG (Lead User Group)

Other Organizations: AgCredit Member – 25+ years

Hardin Baptist Church, Member and serves on Tech Team
Volunteer Pilot for Lifeline Pilots and Angel Flight

Related Party Transactions: Self, Spouse, Father, Mother,
Brother, Sister in Law, Son, and Daughter in Law.

East Region, Seat 1:



David Richesin

Age: 57

City: Philadelphia

State: Tennessee

County: Loudon

Business Address:

25025 Stockton Valley Road
Philadelphia, TN 37846

Education: Loudon High School
University of Tennessee

Personal Information:

Wife, Becky; Children, Jacob, Andrew, Isaac

Principal Occupation/Employments for Last 5 years:

Owner/Operator of Cherry Brook Farm - 2,000 acres in
Monroe, McMinn, Meigs, and Rhea Counties consisting
of corn, soybeans, wheat, wheat straw, and beef
cattle.

**Boards on Which Nominee Serves and Nature of
Business:**

Director of River Valley AgCredit – 15 years
Board Chairman of River Valley AgCredit – 9 years
AgFirst Board of Directors – 2 years
AgFirst, Farm Credit Council Board – 8 years
TN State Farm Bureau Board, Director at Large – 10 years
Loudon County Farm Bureau Board – 35 years (Board Chair,
8 years)

Other Organizations: Fairview Baptist Tabernacle

AgCentral Farmers Co-op Member
TN State Soil Conservation Board (Previously Served)
American Farm Bureau Energy Committee

Related Party Transactions: Self and Spouse

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IMPORTANT STOCKHOLDER INFORMATION

