

**Citizens National Bank of Meyersdale (OTCQB: CZNS; Meyersdale, PA) has agreed to merge with Riverview Financial Corporation (OTCQX: RIVE; Halifax, PA)**

**Deal Value: Approximately \$8 million**

**Sandler O'Neill served as financial advisor to Citizens National Bank of Meyersdale in connection with the transaction. This transaction is Sandler O'Neill's 156<sup>th</sup> bank or thrift transaction nationwide since January 1, 2011, more than any other investment bank during that time period.<sup>1</sup> Since January 1, 2014, Sandler O'Neill has advised on 11 bank or thrift transactions in the Mid-Atlantic, more than any other investment bank during that time period.<sup>1</sup>**

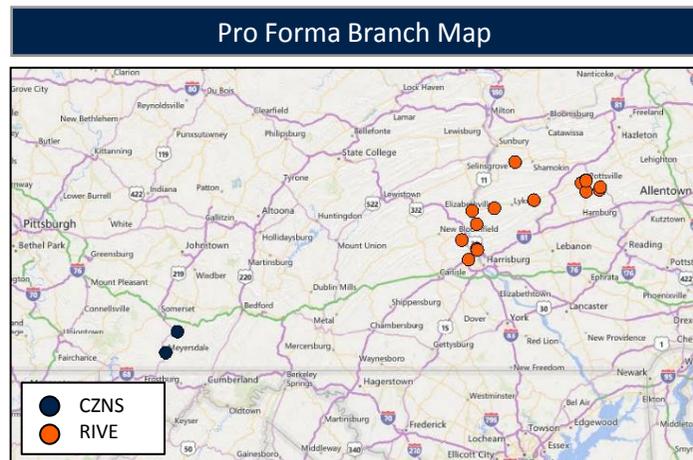
HALIFAX, PA. -- Riverview Financial Corporation ("Riverview Financial") (OTCQX: RIVE), bank holding company of Riverview Bank, and Citizens National Bank of Meyersdale ("Citizens National"), have announced the execution of an agreement and plan of merger (the "Agreement") pursuant to which Citizens National will merge with and into Riverview Bank. Riverview Financial has consolidated assets of \$435 million. Its wholly-owned banking subsidiary, Riverview Bank, a Pennsylvania state-chartered bank headquartered in Halifax, Pennsylvania, operates fifteen community bank offices in the counties of Berks, Cumberland, Dauphin, Northumberland, Perry, and Schuylkill. Citizens National, with assets of \$76 million, is a nationally-chartered bank headquartered in Meyersdale, Pennsylvania, with two locations in Somerset County. After the transaction is completed, the combined entity is projected to have over \$500 million in assets and 17 banking locations.

"We are thrilled to welcome Citizens in becoming a part of Riverview" said Kirk D. Fox, President of Riverview Financial, "Together we will continue to grow, create value for our shareholders and consistently provide high quality service to our customers and the communities in which we serve. As a true community bank, we are excited to enter Somerset County and offer our full-line of banking and wealth management products to the existing and potential customer base of Citizens."

Timothy E. Walters, President of Citizens National, said, "At its core, the decision to join Citizens with Riverview was based upon a remarkably similar culture and mission of providing unparalleled customer service and superior financial products to our loyal community banking customers. The Board of Directors and I are extremely energized by the potential that exists in the affiliation with Riverview for our shareholders, customers and employees." Walters will become Regional President of the Citizens operating division and play a major role in further developing Riverview's wealth management efforts.

The transaction is valued at \$8 million. Under the terms of the Agreement, Citizens National shareholders may elect to receive in exchange for each share of CZNS common stock they own either \$38.46 cash or 2.9586 shares of RIVE common stock. This consideration is subject to election and allocation procedures designed to result in transaction consideration that is not greater than 20% cash. The transaction value was calculated based on a \$13.00 per share stock price for Riverview Financial common stock.

Financial Highlights		
(Dollars in thousands)	RIVE	CZNS
Total Assets	\$434,750	\$76,427
Gross Loans	\$331,044	\$45,845
Total Deposits	\$374,786	\$69,016
Total Equity	\$38,336	\$7,121
TCE / TA	8.02%	9.32%



<sup>1</sup> Excludes terminated transactions and self-advisory roles  
 Note: Financial data as of September 30, 2014  
 Source: SNL Financial, Company Documents

**Sandler O'Neill Contacts:**

Mary Anne Callahan  
 Principal  
 (212) 466-7951

Sean Choi  
 Associate Director  
 (212) 466-7752

Justin Kessler  
 Associate  
 (212) 466-8051

Adam Begin  
 Analyst  
 (212) 466-7957