

CORPORATE GOVERNANCE

CODE OF ETHICS

I. GENERAL POLICY STATEMENT

It is the policy of Plumas Bancorp and all its subsidiaries (“Bancorp”) to conduct its business and provide financial disclosure of its business operations in accordance with the highest ethical standards in order to merit and maintain the complete confidence and trust of its customers, shareholders and the public in general. The Board of Directors and Executive Management (collectively “management”), other officers and employees must conduct their personal and financial affairs, manage their business transactions and perform their job responsibilities in a manner which does not result in adverse comments or criticism from the public or in any way damage the Bancorp’s reputation as a responsible financial services organization. This policy addresses both business and social relationships which may present legal and ethical concerns and also sets forth a code of ethics for corporate governance of the Bancorp.

Compliance with Laws and Regulations

It is the policy of the Bancorp and its management to fully comply with the spirit and intent of all applicable laws and regulations. Management, other officers and employees are expected to use sound judgment and high ethical standards in all decision-making and to refrain from any form of illegal, dishonest or unethical personal or business conduct, including activities related to public information disclosure.

Administration of the Code of Ethics

It is the responsibility of each member of management and each officer and employee to be familiar with the Bancorp’s Corporate Governance Code of Ethics (“the Code”). The Board of Directors shall administer the Code, determine matters of interpretation and approve any changes to the Code. Compliance with the Code of Ethics will be accomplished by the establishment of various internal control processes and periodic outside audits as appropriate. Management will seek experienced legal counsel regarding questions of interpretation and of the applicability of the provisions of the Code to a particular situation. Management, other officers and employees of Plumas Bank are required to review and sign an acknowledgement form for the Code of Ethics Policy. New acknowledgment forms are required annually or when changes occur within the policy.

II. CONFLICTS OF INTEREST

Policy

A conflict of interest is defined as involvement in outside interests which might either conflict with one’s duty or adversely affects one’s judgment in the performance of duties. It is the Bancorp’s policy that management, other officers and employees not engage in personal conduct which will conflict with the interests of the Bancorp. Each member of management shall disclose in writing to the Board of Directors any potential or apparent conflict of interest, including one in which they have been inadvertently placed as a result of a business or personal relationship with a customer, supplier, business associate or competitor of the Bancorp. Each officer (other than executive officers) and employee shall disclose in writing to the Chief

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Executive Officer or Chief Financial Officer any potential conflict of interest, including one in which they have been inadvertently placed as a result of a business or personal relationship with a customer, supplier, business associate or competitor of the Bancorp. Written records of all such disclosures are retained by the Bancorp.

Management, officers and employees have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which Plumas Bank wishes the bank to operate. The purpose of these guidelines is to provide general direction so that employees can seek further clarification on issues related to the subject of acceptable standards of operation.

An actual or potential conflict of interest occurs when an employee is in a position to influence a decision that may result in a personal gain for that employee or for a relative as a result of Plumas Bank's business dealings. For the purposes of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee is similar to that of persons who are related by blood or marriage.

Personal gain may result not only in cases where an employee or relative has a significant ownership in a firm with which Plumas Bank does business, but also when an employee or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving Plumas Bank.

Business dealings that represent, or appear to represent, a conflict between the interests of the Bank/Bancorp and management, an officer or an employee, are unacceptable. The Bank recognizes the right of employees to engage in activities outside of their employment and/or self-employment that are of a private nature and unrelated to Bank business. However a policy of full disclosure must be followed to assess and prevent potential conflicts of interest from arising. Employees should also refrain from working for a competitor or supplier or engaging in self-employment in competition with the Bank as that may be considered a conflict of interest. Employees shall not borrow or lend funds to Bank customers, prospective customers, suppliers, other employees or persons and companies with whom the Bank does business.

Acceptance of Gifts

Management, other officers and employees shall not solicit, accept or retain a benefit for themselves or for any third party from any customer of the Bancorp, any individual or organization doing or seeking to do business with the Bancorp, or from any other individual or organization based on a business relationship, with the intent to be influenced or rewarded in connection with any business or transaction of the Bancorp, other than normal compensation authorized and provided by the Bancorp. In this context, a benefit is regarded as any type of gift, gratuity, favor, service, loan, legacy (except from a relative), fee or compensation, or anything of monetary value.

Specific exceptions to this prohibition are made for certain personal benefits if there is no, and there appears to be no, reasonable likelihood of improper influence in the individual's performance of duties on behalf of the Bancorp. The personal benefit, however, must be one of the following:

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- a) Normal business courtesies, such as a meal, refreshment or entertainment of reasonable value, involving no more than ordinary amenities, in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions.
- b) Non-cash gifts of reasonable value under \$250, such as received at holiday time or special occasions, such as a new job, promotion, wedding, or retirement which represent expression of friendship.
- c) Gifts based upon obvious family or personal relationships when the circumstances make it clear that it is those relationships, rather than the business of the Bancorp, which are the motivating factors.
- d) Awards given by charitable, educational, civic, or religious organizations for meritorious contributions or service.
- e) Loans from other financial institutions on customary terms to finance proper and usual activities, such as home mortgage loans, except where prohibited by law.
- f) Discounts or rebates on merchandise or services that do not exceed those available to other customers.

Any personal benefit received by Management, other than the exceptions noted above, is to be reported in writing to the Board of Directors. Any personal benefit received by other officers or employees, other than the exceptions noted above, is to be reported in writing to the Chief Executive Officer or Chief Financial Officer. Written records of all such disclosures are retained by the Bancorp.

It is important to recognize that federal law makes it a crime for any officer, director or employee of a federally insured bank or bank holding company, directly or indirectly, to ask, solicit, accept, receive or agree to receive anything of value, for him or herself or for any other person or entity, for or in connection with any transaction or business of the Bancorp. The penalty for violating this law is a fine, imprisonment, or both. Any offer of such an improper payment should be immediately reported as noted above.

Political Contributions

It is the policy of the Bancorp to strictly comply with all applicable federal and state political campaign laws. No member of management, officer or employee shall make any direct or indirect contribution of funds or other property of the Bancorp in connection with the election of a candidate to any political office. For these purposes, use of the corporate facilities and equipment for political activities is deemed to be a contribution. This policy does not restrict the Bancorp's legal right to financially support a properly registered entity which engages in political advocacy in matters of business benefit to the Bancorp. Loans to a candidate for political office or to a candidate's political committee are not prohibited so long as the loan is made in the ordinary course of business and meets the Bancorp's usual credit criteria and approval procedures for the particular type of loan. The Bancorp's policy regarding corporate political contributions is not intended to discourage management, other officers or employees from making personal contributions to candidates or political parties of their choice.

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Personal Investment Activity

While the Bancorp does not intend to unreasonably limit management, other officers and employees in their personal investment activities, it is Bancorp policy that no member of management, other officers or employees enter into investment transactions which would create, or give the appearance of creating, a conflict of interest between the staff member and the Bancorp or between the Bancorp and any customer or Bancorp supplier. Examples of such activity are lending personal funds to customers or suppliers or receiving personal loans from customers or suppliers. In addition, all business investments in customers or suppliers by any staff member without the prior written consent of the Chief Executive Officer or the Chief Financial Officer violate this Code of Ethics. Similarly, any such investment or loan to or from an executive officer or director of the company from or to customers or suppliers, without prior written consent of the Corporate Governance Committee of the Board of Directors violates this Code of Ethics, unless an investment or loan is a normal, standard practice in that officer or director's regular business activity.

Lending Practices

It is the policy of the Bancorp to maintain prudent lending services to adequately supply the credit needs of its customers. Any rate concessions shall be based solely upon a borrower's creditworthiness and overall business relationship with the Bancorp. Management, other officers and employees are not in any way to represent or exercise authority on behalf of the Bancorp, grant direct or indirect accommodations or make credit recommendations with respect to: members of their families; any individual or organization to which they or their immediate family is indebted; or any organization to which they or their immediate family, is associated or in which a material financial interest is held.

III. CONFIDENTIALITY

Customer Information

Safeguarding the confidential financial information concerning the Bancorp's customers is essential in maintaining the public trust. It is the policy of the Bancorp that such confidential information acquired by management, other officers and employees must be held in the strictest confidence. Such information is to be held for Bancorp purposes and not as a basis for personal gain. Aside from routine credit inquiries, information regarding a customer may generally only be released to private persons, organizations or governmental bodies that request it with the consent of the customer involved or upon receipt of legal process, such as a subpoena or court order. Confidential customer information should never be discussed with anyone outside the Bancorp, and only with those within the Bancorp who have a legitimate business need to know. Confidential customer information should never be discussed in public places, even within the Bancorp's offices.

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Information Regarding the Bancorp

Financial or other information regarding the Bancorp is not to be released to any outside person or organization unless it has been published in reports to shareholders, or otherwise made available to the public through authorized news releases. All news media inquiries must be referred to Executive Management. Management, other officers and employees should treat information concerning the Bancorp with the same confidentiality as information concerning customers of the Bancorp and to observe, with respect to the Bancorp, the same guidelines set forth in the preceding paragraph.

Material Inside Information

The disclosure of "material inside information" subjects the individual, the Bancorp and third parties to whom the information is communicated to severe penalties under federal and state securities laws. Information is "material" when there is a significant likelihood that a reasonable investor would think the information is important in making an investment decision. Information is "inside" when it has not been disseminated to the public at large. Any individual possessing such material inside information must not trade in or recommend the purchase or sale of the securities involved until the information is actually disseminated to the public.

Management, other officers and employees are prohibited from trading the Bancorp's securities while in possession of material, nonpublic ("inside") information about the Bancorp. The Bancorp's Insider Trading Policy further describes the nature of inside information and related restrictions on trading.

IV. MISCELLANEOUS GUIDELINES

Dealings with Competitors

The policy of the Bancorp is to observe fair and ethical conduct in dealing with the Bancorp's competitors. The making of disparaging remarks regarding the Bancorp's competitors is considered to be inappropriate and unethical. The Bancorp's strategy is to emphasize the quality and competence of its staff and services. Management, other officers and employees are prohibited from involving the Bancorp in arrangements with its competitors which provide for the setting or controlling of rates, prices or marketing policies.

Dealings with Auditors

Management, other officers and employees shall fully cooperate with audits conducted by the Bancorp's internal audit staff or external auditing firm(s). Questions raised by the auditors must be responded to honestly and no adverse information may be concealed.

Financial Recordkeeping and Disclosure

It is the policy of the Bancorp to maintain records and accounts which accurately reflect its assets, liabilities, receipts and disbursements. The falsification of any books, records or

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documents of the Bancorp is grounds for dismissal. All publicly disclosed financial information as submitted in compliance with regulatory requirements, e.g., annual and quarterly filings with the Securities and Exchange Commission, or in the form of press releases, is to be truthful, complete, accurate, understandable and timely, including any estimates incorporated in such information.

V. REPORTING AND EFFECT OF VIOLATIONS

Management shall report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code to the Bancorp's external auditor and/or legal counsel. Other officers and employees shall report such violations in accordance with the Bancorp's Employee Handbook Whistleblower Policy. The Bancorp will not allow any retaliation against management, other officers or employees who act in good faith in reporting any such suspected violation.

Management, other officers and employees that violate any laws, governmental regulations or this Code will face appropriate, case specific disciplinary action, which may include demotion or discharge.

VI. WAIVERS

The provisions of this Code may be waived for management only by a resolution of the Company's Corporate Governance Committee. The provisions of this Code may be waived for other officers and employees by the Company's Chief Executive Officer or Chief Financial Officer. Any waiver of this Code granted to management will be publicly disclosed as required by the Securities Exchange Commission. Furthermore, any change in this Code or waiver of this Code for senior financial officers (e.g. CEO, CFO, and any EVP) will be publicly disclosed as required by the Sarbanes Oxley Act of 2002.