

**ARTICLE 1  
DUTIES AND RESPONSIBILITIES**

**Section 1.1 General Purpose.** The Branding & Strategy Committee of Plumas Bancorp (“Bancorp”) and Plumas Bank (the “Bank”) shall guide management in achieving the growth objectives set out in the strategic plan. This will be achieved through the following general duties:

- a) Annually review competitors’ products and opportunities in new products and service delivery;
- b) Conduct research and analysis on Bank identity and perception in the market;
- c) Develop market-specific strategies emphasizing the Bank’s strengths and identify resources necessary to execute those strategies;
- d) Align tactical marketing strategies with the Bank’s overall brand strategy.
- e) Annually review the Bank’s brand strategy for purposes of determining its effectiveness and whether updates are needed.

**Section 1.2 Reporting to Board; Board Responsibility.** The Branding & Strategy Committee shall report regularly to the Bancorp and Bank Board. The Bancorp and Bank Board and management shall ensure that the Branding & Strategy Committee has adequate resources and authority to discharge its responsibilities.

**Section 1.3 Policy Development and Approval.** The Branding & Strategy Committee shall work with the Bancorp and Bank Board and management in instituting policies for the Bancorp and Bank. Such policies originate with management and are submitted to the Branding & Strategy Committee for review and concurrence. These policies are then submitted by the Branding & Strategy Committee with its recommendation to the Bancorp and Bank Board for approval. Such Policies shall address growth objectives and brand strategy with regard to such matters as:

- a) Product and marketplace analysis
- b) Identity and perception of the Bank
- c) Resource planning for strategy execution
- d) Branding and Marketing alignment
- e) Evaluation of strategies

**Section 1.4 Policy Implementation Oversight.** The Branding & Strategy Committee shall develop a process for reviewing and evaluating progress with regard to the growth objectives set out in the strategic plan. The Branding & Strategy Committee shall review branding strategies at least annually to ensure consistency of implementation and communication as well as efficacy. The results of these reviews shall be reported to the Bancorp and Bank Board.

**ARTICLE 2  
ORGANIZATION**

**Section 2.1 Membership.** The Branding & Strategy Committee will consist of no fewer than three (3) members, with a majority of those members being outside director members. An “Outside Director” is any director of the Bancorp and Bank who is independent as determined in accordance with applicable law, including the rules and regulations of the

Securities and Exchange Commission, and the rules of NASDAQ, as applicable except as otherwise permitted by the such rules.

**Section 2.2 Appointment and Term.** The Chair of the Board of the Bancorp and Bank shall nominate the members and Chair of the Branding & Strategy Committee, respectively, *and* present these nominations to the Corporate Governance Committee who shall recommend confirmation of names to the Bancorp and Bank Board for approval. These appointments to the Branding & Strategy Committee made by the Chairman of the Board are subject to a term of one year. Those appointed will serve at the discretion of the Bancorp and Bank Board.

**Section 2.3 Duties of Chair.** The Chair will preside at all meetings of the Branding & Strategy Committee and perform any duties as may be assigned by the Bancorp and Bank Board from time to time.

**Section 2.4 Resignation.** Any member of the Branding & Strategy Committee may resign, effective upon giving written notice to the Chair of the Bancorp and Bank Board unless the notice specifies a later time for the effectiveness of the resignation.

**Section 2.5 Vacancies.** All vacancies on the Branding & Strategy Committee, however created, may be filled by the Bancorp and Bank Board, subject to nomination by the Chair of the Bancorp and Bank Board and confirmation of the Corporate Governance Committee. Each member of the Branding & Strategy Committee so appointed will hold office until the expiration of the appointed term and until a successor is appointed and qualified.

**Section 2.6 Regular Meetings.** Regular meetings of the Branding & Strategy Committee will be held at the time and place as the Branding & Strategy Committee determines. Regular meetings of the Branding & Strategy Committee will be held at least quarterly, unless not deemed necessary by the Chair of the Branding & Strategy Committee. Any change in the time or place of a regularly scheduled meeting will require:

- (a) The consent of a majority of the members of the Branding & Strategy Committee; and
- (b) Five days' notice by mail or twenty-four hours' notice received personally, by telephone, e-mail or other similar transmission.

**Section 2.7 Special Meetings.** Special meetings of the Branding & Strategy Committee may be called at any time by the Chair of the Branding & Strategy Committee, any two voting members of the Branding & Strategy Committee, the Chief Branding & Strategy Officer of Bancorp and Bank, or by a majority of the Bancorp and Bank Board. Special meetings may be held upon five days' notice by mail or twenty-four hours' notice received personally, by telephone, e-mail or similar transmission. Notice of special meetings need not be given to any member who:

- (a) Before or after the meeting, signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the subject minutes; or
- (b) Attends the meeting without protesting the lack of notice to such member.

**Section 2.8 Voting.** If the Branding & Strategy Committee is comprised of an even number of directors, one-half of the number of directors will constitute a quorum for the transaction of business. If the Branding & Strategy Committee is comprised of an odd number of directors, a majority of the Branding & Strategy Committee members will constitute a quorum for the transaction of business. Every action consented to by a majority of the Branding & Strategy Committee members present at a meeting (at which a quorum is present) will be regarded as an act of the Branding & Strategy Committee, unless other consent is required pursuant to this Charter, the Articles of Incorporation or Bylaws of Bancorp and Bank or applicable law.

**Section 2.9 Minutes.** The Chair of the Branding & Strategy Committee will ensure that minutes and other relevant records of the meetings and activities of the Branding & Strategy Committee are maintained. The minutes will be available for review by the Branding & Strategy Committee, Bancorp and Bank Board, Company's outside independent auditor and any regulatory agency having jurisdiction over the affairs of Bancorp and Bank.

**Section 2.10 Presence at Meetings.** Members of the Branding & Strategy Committee may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in the meetings can hear one another. A telephone poll or electronic communication such as e-mail or other similar transmission may be conducted for the purposes of obtaining required approvals between regularly scheduled meetings to facilitate operations. In such cases, the telephone poll or electronic communication may be conducted where all members participating may not hear one another. Use of these alternate meeting methods when all members cannot hear one another will be on an exception basis. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting. Written records of the results of a telephone poll or electronic communication shall be reported at the next regularly scheduled Branding & Strategy Committee meeting by management.

**Section 2.11 Amendments.** This Charter of the Branding & Strategy Committee may be amended only by a resolution of the Bancorp and Bank Board.

**Section 2.12 Delegation of Authority.** This Branding & Strategy Committee may form and delegate authority to subcommittees when appropriate.