

## Management Certification

The undersigned, on behalf of Citizens Bancorp ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

### SEC Reporting Obligations

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (please describe)

### Other Reporting Obligations

- The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard
2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes:  No:

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.<sup>1</sup>

Transfer Agent: Citizens Bank  
Address: 275 SW 3<sup>rd</sup> St, Corvallis, OR 97333

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<sup>1</sup> OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Cameron Howell, CFO

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): \_\_\_\_\_

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Gordon Zimmerman	President & CEO	Corvallis, OR	33,292	Pre	10.33%
Cameron Howell	EVP & CFO	Albany, OR	2,686	Pre	0.83%
			4,000	Com	0.07%
Kate Salyers	EVP & CCO	Eugene, OR	0	0	0
William V. Humphreys	EVP & COO	Corvallis, OR	4,557	Com	0.08%
Bradley Webster	EVP & CBO	Corvallis, OR	4,695	Com	0.08%
Eric Thompson	Board Chair	Corvallis, OR	1,763,926	Com	31.55%
Larry Venell	Director	Corvallis, OR	213,275	Com	3.81%
Tom Gerding	Director	Corvallis, OR	42,636	Com	0.75%
Doug Boysen	Director	Corvallis, OR	200	Com	0.00%
Heather McGowan	Director	Corvallis, OR	782	Com	0.01%
Roger Busse	Director	Eugene, OR	500	Com	0.01%
Tamara Scoville	Director	Corvallis, OR	50	Com	0.00%
Linda Navarro	Director	Dayton, OR	1,000	Com	0.02%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

Tom Gerding, Preferred stock: 2,523 shares, 0.78%

