

COMMUNITY VALLEY BANK
203 S. Imperial Avenue
P.O. Box 1808
El Centro, California 92243
(760) 352-1889

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

May 11, 2010

**TO THE SHAREHOLDERS OF
COMMUNITY VALLEY BANK:**

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, the 2010 annual meeting of shareholders of Community Valley Bank will be held at the Pioneer Museum located at 373 E. Aten Road, Imperial, California on Tuesday, May 11, 2010 at 10:00 a.m., for the purpose of considering and voting upon the following matters:

1. **Election of Directors.** To elect eleven (11) persons to the board of directors to serve until the 2011 annual meeting of shareholders and until their successors are elected and have been qualified. The persons nominated by management to serve as directors are:

Michael James Bracken

Robert E. Hahn

Alejandro A. Calderon

Ronald Rubin

Rhoda Casto

Jordana Selwick

Jon A. Edney

Clyde Shields

H. Andrew Erickson

Thomas Topuzes

Donald H. Gibson

2. **Transaction of Other Business.** To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on March 22, 2010 as the record date for determination of shareholders entitled to notice of, and to vote at, the meeting.

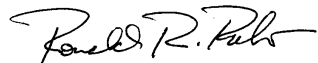
Section 2.12 of Article II of the Bylaws sets forth the nomination procedure for nominations of directors. Section 2.12 provides:

Section 2.12. Nomination of Directors. Nominations for election of members of the board of directors may be made by the board of directors or by any shareholder of any outstanding class of capital stock of the corporation entitled to vote for the election of directors. Notice of intention to make any nominations (other than for persons named in the notice of the meeting at which such nomination is to be made) shall be made in writing and shall be delivered or mailed to the president of the corporation by the later of: the close of business twenty-one (21)

days prior to any meeting of shareholders called for the election of directors, or ten (10) days after the date of mailing notice of the meeting to shareholders. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of capital stock of the corporation owned by each proposed nominee; (d) the name and residence address of the notifying shareholder; (e) the number of shares of capital stock of the corporation owned by the notifying shareholder; and (f) the written consent of the proposed nominee, a copy of which shall be furnished with the notification, and whether the proposed nominee has ever been convicted of or pleaded nolo contendere to any criminal offense involving dishonesty or breach of trust, filed a petition in bankruptcy, or been adjudged bankrupt. The notice shall be signed by the nominating shareholder and by the nominee. Nominations not made in accordance herewith shall be disregarded by the chairman of the meeting, and upon his or her instruction, the inspectors of election shall disregard all votes cast for each such nominee.

BY ORDER OF THE BOARD OF DIRECTORS

April 16, 2010


_____, Secretary

WE URGE YOU TO VOTE IN FAVOR OF MANAGEMENT'S PROPOSAL BY SIGNING AND RETURNING THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON. THE ENCLOSED PROXY IS SOLICITED BY THE BANK'S BOARD OF DIRECTORS. ANY SHAREHOLDER GIVING A PROXY MAY REVOKE IT PRIOR TO THE TIME IT IS VOTED BY FILING WITH THE SECRETARY OF THE BANK A DULY EXECUTED PROXY BEARING A LATER DATE OR AN INSTRUMENT REVOKING THE PROXY, OR BY ATTENDING THE MEETING AND VOTING IN PERSON. PLEASE INDICATE ON THE PROXY WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING SO THAT WE CAN ARRANGE FOR ADEQUATE ACCOMMODATIONS.