

HERITAGE  
COMMERCE CORP

2016 ANNUAL REPORT | ON FORM 10-K

2017 Notice of Annual Meeting of Shareholders  
2017 Annual Meeting Proxy Statement

2016  
annual report

# To Our Shareholders

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April 19, 2017

Dear Fellow Shareholders:

2016 was a strong year for Heritage Commerce Corp. We delivered the most profitable year since we opened our doors in 1994. Net income was a record \$27.4 million, a 66% increase over 2015. Total assets exceeded \$2.57 billion at year end, the return on average tangible assets was 1.15%, and the return on average tangible equity was 13.55%, for full year 2016. We made important investments in our long-term growth strategy achieving robust deposit and loan increases while maintaining solid credit quality. Our outstanding financial performance was a direct result of the tremendous efforts of our experienced management team and banking professionals who work diligently with our customers to help them achieve their financial goals.

## 2016 Highlights:

- Our net income grew 66% for the year to \$27.4 million, or \$0.72 per diluted share.
- Total revenue was higher by 21% from 2015, reflecting solid earning asset growth.
- In the first quarter of 2016, we raised our quarterly cash dividend 12.5% to \$0.09 per share and continued to pay \$0.09 per share each consecutive quarter for the remainder of the year. The quarterly cash dividend was raised an additional 11% to \$0.10 per share in January 2017.
- In April 2016, Heritage Commerce Corp was named one of the top performing banks for 2015, by S&P Global Market Intelligence, measured by six core financial performance metrics that focus on profitability, asset quality and growth for the 12-month period ended December 31, 2015. We are delighted to have continued that momentum throughout 2016.
- We generated robust deposit growth for the year, increasing deposits 10% over 2015, with noninterest-bearing deposits increasing 12%. As a result of focusing on relationship banking, we have established a loyal customer base with stable deposits.
- In addition, we had solid loan growth with loans, excluding loans held-for-sale, increasing 11% for the year. Our specialization in a variety of business lines including dental, nonprofit organizations, contractors, education, churches, and homeowner associations has led to sustained loan and deposit growth over the years.
- Our credit metrics continued to improve with nonperforming assets decreasing 51% from December 31, 2015, to \$3.3 million, or 0.13% of total assets, at year end. We believe our allowance for loan losses at 1.27% of total loans, remains sufficient.
- Heritage Commerce Corp ended the year with a total risk-based capital ratio of 12.5%, Tier 1 risk-based capital ratio and common equity Tier 1 risk-based ratio of 11.5%, and a leverage ratio of 8.5%. All capital ratios exceeded regulatory guidelines for a “well-capitalized” financial institution under the Basel III regulatory requirements.

Additionally, we support our communities by investing financially and with time/effort of our employees in many nonprofit entities that benefit those areas. In 2016, we invested approximately \$700,000 into our communities through nonprofits and our employees volunteered over 2,500 hours. We are extremely proud of our employees who work hard to create value for our customers, communities, and shareholders.

We had an exceptional year, and our fundamentals are solid. With a strong core funding base, we are well positioned for growth as we enter 2017. We will continue providing quality products and services to our customers and offer exceptional value to our shareholders from a position of strength and stability. Please join us for our annual meeting on Thursday, May 25, 2017, at 1:00 p.m. at our corporate headquarters in San Jose.

Sincerely,



Jack W. Conner  
Chairman of the Board



Walter T. Kaczmarek  
President and Chief Executive Officer

HERITAGE COMMERCE CORP

**Notice of 2017 Annual Meeting  
and Proxy Statement**

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**HERITAGE COMMERCE CORP**

April 19, 2017

Dear Shareholder:

You are cordially invited to attend the 2017 Annual Meeting of Shareholders, which will be held at 1:00 p.m., Pacific Daylight Time (PDT) on Thursday, May 25, 2017, at Heritage Commerce Corp's offices, located at 150 Almaden Boulevard, San Jose, California, 95113.

The accompanying Notice of Annual Meeting and proxy statement describe the business that will be conducted at the meeting and provide information about Heritage Commerce Corp. We have also enclosed our 2016 Annual Report on Form 10-K.

Your continued support is appreciated and we hope you will attend the Annual Meeting. Whether or not you are personally present, it is very important that your shares be represented at the meeting. Accordingly, please sign, date, and mail the enclosed proxy card promptly. You may also vote electronically over the Internet or by telephone by following the instructions on the proxy card. If you attend the meeting and prefer to vote in person, you may do so.

Sincerely,



Jack W. Conner  
*Chairman of the Board*



Walter T. Kaczmarek  
*President and Chief Executive Officer*

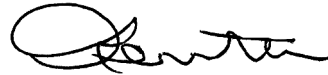
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**HERITAGE COMMERCE CORP**  
150 Almaden Boulevard  
San Jose, California 95113

**Notice of Annual Meeting of Shareholders**

- Date and Time:** Thursday, May 25, 2017, at 1:00 p.m., Pacific Daylight Time (PDT).
- Place:** Company's offices located at 150 Almaden Boulevard, San Jose, California 95113.
- Items of Business:**
1. To elect 9 members of the Board of Directors, each for a term of one year;
  2. To approve an amendment to the Heritage Commerce Corp 2013 Equity Incentive Plan to increase the number of shares for issuance under the Plan;
  3. To ratify the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017; and
  4. To transact such other business as may properly come before the meeting, and any adjournment or postponement.
- Record Date:** You can vote if you are a shareholder of record on April 3, 2017.
- Mailing Date:** The proxy materials are being distributed to our shareholders on or about April 19, 2017, and include our Annual Report on Form 10-K, Notice of Annual Meeting, this proxy statement, and proxy or voting instruction card.
- Important Notice Regarding the Internet Availability of Proxy Materials:** The proxy statement and Annual Report on Form 10-K are available at [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com). **Your Vote is Important.** Please vote as promptly as possible by using the Internet or telephone or by signing, dating and returning the enclosed proxy card.

By Order of the Board of Directors,



Debbie Reuter  
Executive Vice President  
and Corporate Secretary

April 19, 2017  
San Jose, California

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**PROXY STATEMENT FOR HERITAGE COMMERCE CORP  
2017 ANNUAL MEETING OF SHAREHOLDERS  
INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

***Why did you send me this proxy statement?***

We sent you this proxy statement and the enclosed proxy card because our Board of Directors is soliciting your proxy to vote at the 2017 Annual Meeting of Shareholders. This proxy statement summarizes the information you need to know to cast an informed vote at the Annual Meeting. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card. You may also vote electronically by telephone or the Internet by following the instructions on the proxy card.

Along with this proxy statement, we are also sending you the Heritage Commerce Corp 2016 Annual Report on Form 10-K, which includes our consolidated financial statements. Heritage Commerce Corp is also referred to in this proxy statement as the “Company.”

***Who is entitled to vote?***

We will begin sending this proxy statement, the attached Notice of Annual Meeting and the enclosed proxy card on or about April 19, 2017, to all shareholders entitled to vote. Shareholders who were the record owners of the Company’s common stock at the close of business on April 3, 2017, are entitled to vote. On this record date, there were 37,995,085 shares of common stock outstanding.

***What constitutes a quorum?***

A majority of the outstanding shares of the common stock entitled to vote at the Annual Meeting must be present, in person or by proxy, in order to constitute a quorum. We can only conduct the business of the Annual Meeting if a quorum has been established. We will include proxies marked as abstentions and broker non-votes in determining the number of shares present at the Annual Meeting.

***How many votes do I have?***

Each share of common stock entitles you to one vote in person or by proxy, for each share of common stock outstanding in your name on the books of the Company as of April 3, 2017, the record date for the Annual Meeting on any matter submitted to a vote of the shareholders, except that in connection with the election of directors (Proposal 1), you may cumulate your shares (*see “What is cumulative voting and how do I cumulate my shares?” on page 3*). The proxy card indicates the number of votes that you have as of the record date.

***Is voting confidential?***

We have a confidential voting policy to protect the privacy of our shareholders’ votes. Under this policy, ballots, proxy cards and voting instructions returned to banks, brokers and other nominees are kept confidential. Only the proxy tabulator and the Inspector of Election have access to the ballots, proxy cards and voting instructions.

***How do I vote by proxy?***

You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker or other nominee. If your shares are held by a broker or other nominee, you will receive instructions that you must follow to have your shares voted. If you hold your shares as a shareholder of record, you may vote by completing, signing and dating the enclosed proxy card and returning it promptly in the envelope provided. You may also vote electronically by telephone or over the Internet (*see page 3*). Returning the proxy card will not affect your right to attend the Annual Meeting and vote.

If you properly fill in your proxy card and send it to us in time to vote, your “proxy” (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board of Directors as follows:

- **“FOR”** the election of all 9 nominees for director;
- **“FOR”** the amendment to the Heritage Commerce Corp 2013 Equity Incentive Plan to increase the number of shares for issuance; and
- **“FOR”** the ratification of the selection of Crowe Horwath LLP as our independent registered public accounting firm for 2017.

For the election of directors (Proposal 1), a shareholder may withhold authority for the proxy holders to vote for any one or more of the nominees by marking the enclosed proxy card in the manner instructed on the proxy card. Unless authority to vote for the nominees is withheld, the proxy holders will vote the proxies received by them for the election of the nominees listed on the proxy card as directors of the Company. Your proxy does not have an obligation to vote for nominees not identified on the preprinted proxy card (that is, write-in candidates). Should any shareholder attempt to “write in” a vote for a nominee not identified on the preprinted card (and described in these proxy materials), your proxy will NOT vote the shares represented by your proxy card for any such write-in candidate, but will instead vote the shares for any and all other indicated candidates. If any of the nominees should be unable or decline to serve, which is not now anticipated, your proxy will have discretionary authority to vote for a substitute who shall be designated by the present Board of Directors to fill the vacancy. In the event that additional persons are nominated for election as directors, your proxy intends to vote all of the proxies in such a manner, in accordance with the cumulative voting, as will assure the election of as many of the nominees identified on the proxy card as possible. In such event, the specific nominees to be voted for will be determined by the proxy holders, in their sole discretion.

***What do I have to do to vote my shares if they are held in the name of my broker?***

If your shares are held by your broker, sometimes called “street name” shares, you must vote your shares through your broker. You should receive a form from your broker asking how you want to vote your shares. Follow the instructions on that form to give voting instructions to your broker. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote such shares on routine, but not on non-routine matters. A “broker non-vote” occurs when your broker does not vote on a particular proposal because the broker does not receive instructions from the beneficial owner and does not have discretionary authority. Proposal 1 (election of directors) and Proposal 2 (approval of amendment to the 2013 Equity Incentive Plan) are non-routine items on which a broker may vote only if the beneficial owner has provided voting instructions. Proposal 3 (ratification of independent registered public accounting firm) is a routine item.

***What are the procedures for attending the Annual Meeting?***

Only shareholders owning the Company’s common stock at the close of business on April 3, 2017, or their legal proxy holders, are entitled to attend the Annual Meeting. You must present photo identification for admittance. If you are a shareholder of record, your name will be verified against the list of shareholders of record on the Record Date prior to your admission to the Annual Meeting. If you are not a shareholder of record but hold shares through a bank, broker or other nominee, you must provide proof of beneficial ownership on the Record Date, such as your most recent account statement prior to April 3, 2017, or other similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the Annual Meeting.

***How do I vote in person?***

If you plan to attend the Annual Meeting and desire to vote in person, we will give you a ballot form when you arrive. However, if your shares are held in the name of your broker, bank or other nominee, you must bring a power of attorney from your nominee in order to vote at the Annual Meeting.

***May I vote electronically over the Internet or by telephone?***

Shareholders whose shares are registered in their own names may vote either over the Internet or by telephone. Special instructions for voting over the Internet or by telephone are set forth on the enclosed proxy card. The Internet and telephone voting procedures are designed to authenticate the shareholder's identity and to allow shareholders to vote their shares and confirm that their voting instructions have been properly recorded.

If your shares are registered in the name of a bank or brokerage firm, you may be eligible to vote your shares electronically by telephone or over the Internet. Most U.S. banks and brokerage firms are clients of Broadridge Financial Solutions ("Broadridge"). As such, shareholders who receive either a paper copy of their proxy statement or electronic delivery notification have the opportunity to vote by telephone or over the Internet. If your bank or brokerage firm is a Broadridge client, your proxy card or Voting Instruction Form ("VIF") will provide the instructions. If your proxy card or VIF does not provide instructions for Internet and telephone voting, please complete and return the proxy card in the self-addressed, postage-paid envelope provided.

***What is cumulative voting and how do I cumulate my shares?***

For the election of directors (Proposal 1), California law provides that a shareholder of a California corporation, or his/her proxy, may cumulate votes in the election of directors. That is, each shareholder may cast that number of votes equal to the number of shares owned by him/her, multiplied by the number of directors to be elected, and he/she may cumulate such votes for a single candidate or distribute such votes among as many candidates as he/she deems appropriate.

Certain affirmative steps must be taken by you in order to be entitled to vote your shares cumulatively for the election of directors. At the shareholders' meeting at which directors are to be elected, no shareholder is entitled to cumulate votes (i.e., cast for any one or more candidates a number of votes greater than the number of the shareholder's shares) unless the candidates' names have been placed in nomination at the meeting and prior to the commencement of the voting and at least one shareholder has given notice at the meeting and prior to commencement of the voting of the shareholder's intention to cumulate votes. If any shareholder has given such notice, then every shareholder entitled to vote may cumulate votes for candidates in nomination and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which that shareholder's shares are entitled, or distribute the shareholder's votes on the same principle among any or all of the candidates, as the shareholder thinks appropriate. The candidates receiving the highest number of votes, up to the number of directors to be elected, will be elected.

The proxies designated on your proxy card do not, at this time, intend to cumulate votes, to the extent they have the shareholder's discretionary authority to do so, pursuant to the proxies solicited in this proxy statement unless another shareholder gives notice to cumulate, in which case your proxy may cumulate votes in accordance with the recommendations of the Board of Directors. Therefore, discretionary authority to cumulate votes in such an event is solicited in this proxy statement.

***May I change my vote after I return my proxy?***

If you fill out and return the enclosed proxy card, or vote by telephone or over the Internet, you may change your vote at any time before the vote is conducted at the Annual Meeting. You may change your vote in any one of four ways:

- You may send to the Company's Corporate Secretary another completed proxy card with a later date.
- You may notify the Company's Corporate Secretary in writing before the Annual Meeting that you have revoked your proxy.
- You may attend the Annual Meeting and vote in person.
- If you have voted your shares by telephone or over the Internet, you can revoke your prior telephone or Internet vote by recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone or Internet vote.

***What if I receive multiple proxy cards?***

If you receive multiple proxy cards, your shares are probably registered differently or are in more than one account. Vote all proxy cards received to ensure that all your shares are voted. Unless you need multiple accounts for specific purposes, we recommend that you consolidate as many of your accounts as possible under the same name and address. If the shares are registered in your name, contact our transfer agent, Wells Fargo Shareowner Services, 1-800-468-9716; otherwise, contact your bank, broker or other nominee.

***What vote is required to approve each proposal?***

Approval of Proposal 1 (election of directors) requires a plurality of votes cast for each nominee. This means that the 9 nominees who receive the most votes will be elected. So, if you do not vote for a particular nominee, or you indicate "WITHHOLD AUTHORITY" to vote for a particular nominee on your proxy card, your vote will not count either "for" or "against" the nominee. Abstentions will not have any effect on the outcome of the vote. You may cumulate your votes in the election of directors as described under "*What is cumulative voting and how do I cumulate my shares?*" on page 3. Broker non-votes will not count as a vote on the proposal and will not affect the outcome of the vote.

Approval of Proposal 2 (approval of amendment to the 2013 Equity Incentive Plan) and Proposal 3 (ratification of independent registered public accounting firm) each requires a vote that satisfies two criteria: (i) the affirmative vote for the proposal must constitute a majority of the common shares present or represented or by proxy and voting on the proposal at the Annual Meeting; and (ii) the affirmative vote for the proposal must constitute a majority of the common shares required to constitute the quorum. For purposes of Proposal 2 and 3, abstentions and broker non-votes will not affect the outcome under clause (i), which recognizes only actual votes cast. However, abstentions and broker non-votes will affect the outcome under clause (ii) if the number of affirmative votes, though a majority of the votes represented and cast, does not constitute a majority of the voting power required to constitute a quorum. The ratification of the appointment of the independent registered public accounting firm for 2017 is a matter on which a broker or other nominee is generally empowered to vote and, therefore, no broker non-votes are expected to exist with respect to Proposal 3.

***How will voting on any other business be conducted?***

Your proxy card confers discretionary authority to your proxy to vote your shares on the matters which may properly be presented for action at the Annual Meeting, and may include action with respect to procedural matters pertaining to the conduct of the Annual Meeting.

***What are the costs of soliciting these proxies?***

We will pay all the costs of soliciting these proxies. In addition to mailing proxy soliciting material, our directors, officers and employees also may solicit proxies in person, by telephone or by other electronic means of communication for which they will receive no compensation. We will ask banks, brokers and other institutions, nominees and fiduciaries to forward the proxy materials to their principals and to obtain authority to execute proxies. We will then reimburse them for their reasonable expenses. We have hired Advantage Proxy to seek the proxies of custodians, such as brokers, which hold shares which belong to other people. This service will cost the Company approximately \$4,250 plus expenses.

***How do I obtain an Annual Report on Form 10-K?***

A copy of our 2016 Annual Report on Form 10-K accompanies this proxy statement. If you would like another copy of this report, we will send you one without charge. The Annual Report on Form 10-K includes a list of exhibits filed with the Securities and Exchange Commission (“SEC”), but does not include the exhibits. If you wish to receive copies of the exhibits, we will send them to you; however, expenses for copying and mailing them to you will be your responsibility. Please write to:

**Heritage Commerce Corp  
150 Almaden Boulevard  
San Jose, California 95113  
Attention: Executive Vice President and Corporate Secretary**

You can also find out more information about us at our website [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com). Our website is available for information purposes only and should not be relied upon for investment purposes, nor is it incorporated by reference into this proxy statement. On our website you can access electronically filed copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 filings, and amendments to those reports and filings, free of charge. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding SEC registrants, including the Company.

## BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table sets forth information as of February 28, 2017, pertaining to beneficial ownership of the Company's common stock by persons known to the Company to own 5% or more of the Company's common stock, nominees to be elected to the Board of Directors, the executive officers named in the Summary Compensation Table presented in this proxy statement, and all directors and executive officers of the Company, as a group. This information has been obtained from the Company's records, or from information furnished directly by the individual or entity to the Company.

For purposes of the following table, shares issuable pursuant to stock options which may be exercised within 60 days of February 28, 2017, are deemed to be issued and outstanding and have been treated as outstanding in determining the amount and nature of beneficial ownership and in calculating the percentage of ownership of those individuals possessing such interest, but not for any other individuals.

Name of Beneficial Owner(1)	Position	Shares Beneficially Owned(2)(3)	Exercisable Options	Percent of Class(3)
Michael E. Benito . . . . .	Executive Vice President/ Banking Division	73,512(14)	42,689	0.19%
Julianne M. Biagini-Komas . . . . .	Director	27,965	—	0.07%
Frank G. Bisceglia . . . . .	Director	136,411(4)	28,472	0.36%
Jack W. Conner . . . . .	Director and Chairman of the Board	130,093(5)	27,097	0.34%
J. Philip DiNapoli . . . . .	Director	496,125	—	1.31%
Steven L. Hallgrimson . . . . .	Director	125,184(6)	5,427	0.33%
Walter T. Kaczmarek . . . . .	Chief Executive Officer, President and Director	168,652(7)(14)	36,875	0.44%
Lawrence D. McGovern . . . . .	Executive Vice President and Chief Financial Officer	98,616(8)(14)	41,566	0.26%
Robert T. Moles . . . . .	Director	121,978(9)	27,972	0.32%
David E. Porter . . . . .	Executive Vice President and Chief Credit Officer	58,389(14)	19,689	0.15%
Laura Roden . . . . .	Director	24,784	11,082	0.07%
Ranson W. Webster . . . . .	Director	634,752	28,472	1.67%
Keith A. Wilton . . . . .	Executive Vice President and Chief Operating Officer	79,207(10)(14)	—	0.21%
All directors, and executive officers (13 individuals) . . . . .		2,175,668		5.69%
BlackRock Inc. . . . .		2,663,199(11)		7.02%
T. Rowe Price Associates, Inc. . . . .		3,207,601(12)		8.45%
Wellington Management Group LLP . . . . .		3,010,759(13)		7.93%

1. Except as otherwise noted, the address for all persons is c/o Heritage Commerce Corp, 150 Almaden Boulevard, San Jose, California, 95113.
2. Subject to applicable community property laws and shared voting and investment power with a spouse, the persons listed have sole voting and investment power with respect to such shares unless otherwise noted. Listed amounts reflect all previous stock splits and stock dividends.
3. Includes shares beneficially owned (including options exercisable within 60 days of February 28, 2017, as shown in the "Exercisable Options" column).
4. Includes 93,237 shares as one of two trustees of the Bisceglia Family Trust, and 11,000 shares held by Mr. Bisceglia in a personal Individual Retirement Account.
5. Includes 7,783 shares held by Mr. Conner's spouse.



6. Includes 81,057 shares held directly, 3,500 shares held in a SEP IRA account, 2,000 shares held in a personal IRA account and 4,000 shares held in Mr. Hallgrimson's private foundation. Also includes 3,000 shares held by Mr. Hallgrimson's spouse, 7,000 shares in a limited liability company with his son, 2,900 shares that Mr. Hallgrimson holds as trustee of various trusts and 16,300 shares held in accounts of others over which Mr. Hallgrimson has voting and investment power.
7. Includes 41,000 shares held in a personal Individual Retirement Account.
8. Includes 4,980 shares held by Mr. McGovern in a personal Individual Retirement Account.
9. Includes 18,295 shares held by Mr. Moles' spouse.
10. Includes 45,250 shares of restricted stock that have not vested and of which Mr. Wilton has the right to vote.
11. BlackRock, Inc. is an investment management firm and may be deemed to beneficially own 2,663,199 shares of the Company which are held of record by clients of BlackRock, Inc. The address for BlackRock, Inc. is 55 East 52<sup>nd</sup> Street, New York, NY 10055. All of the foregoing information has been obtained by Schedule 13G filed with the SEC on January 24, 2017.
12. T. Rowe Price Associates, Inc. is an investment management firm and may be deemed to beneficially own 3,207,601 shares of the Company which are held of record by clients of T. Rowe Price Associates, Inc. The address for T. Rowe Price Associates, Inc. is 100 East Pratt Street, Baltimore, MD 21202. All of the foregoing information has been obtained by Schedule 13G filed with the SEC on February 7, 2017.
13. Wellington Management Group LLP is an investment management firm and may be deemed to beneficially own 3,010,759 shares of the Company which are held of record by clients of Wellington Management Group LLP. The address for Wellington Management Group LLP is 280 Congress Street, Boston, MA 02210. All of the foregoing information has been obtained by Schedule 13G filed with the SEC on February 9, 2017.
14. The Company's Employee Stock Ownership Plan owns 123,707 shares of our common stock, all of which have been allocated. These include shares held for the account of the following named executive officers and included in the table for: Mr. Kaczmarek 1,850 shares, Mr. McGovern 5,350 shares, Mr. Benito 2,223 shares, and zero shares for Mr. Porter and Mr. Wilton. Mr. Kaczmarek and Mr. McGovern are two of the three trustees of the Employee Stock Ownership Plan. As trustees, they have the power to vote any unallocated shares of Employee Stock Ownership Plan (currently no shares are unallocated) and allocated shares for which voting instructions are not otherwise provided.

## CORPORATE GOVERNANCE AND BOARD MATTERS

The Board of Directors is committed to good business practices, transparency in financial reporting and the highest level of corporate governance. To that end, the Board continually reviews its governance policies and practices, as well as the requirements of the Sarbanes-Oxley Act of 2002 and the listing standards of The NASDAQ Stock Market, to help ensure that such policies and practices are compliant and up to date.

### *Board of Directors*

#### *Board Independence*

In 2016 ten (10) out of eleven (11) members of the Board of Directors were independent directors, as defined by the applicable rules and regulations of The NASDAQ Stock Market, as follows:

Julianne M. Biagini-Komas  
Frank G. Bisceglia  
Jack W. Conner, Chairman of the Board  
J. Philip DiNapoli  
John M. Eggemeyer\*  
Steven L. Hallgrimson  
Robert T. Moles  
Laura Roden  
Ranson W. Webster  
W. Kirk Wycoff\*

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\* John M. Eggemeyer resigned from the Board effective December 15, 2016. W. Kirk Wycoff resigned from the Board effective February 15, 2017.

#### *Board and Committee Meeting Attendance*

During the fiscal year ended December 31, 2016, our Board of Directors held a total of 10 meetings. Each incumbent director who was a director during 2016 attended at least 75% of the aggregate of (a) the total number of such meetings and (b) the total number of meetings held by the standing committees of the Board on which such director served.

#### *Director Attendance at Annual Meetings of Shareholders*

The Board believes it is important for all directors to attend the Annual Meeting of Shareholders in order to show their support for the Company and to provide an opportunity for shareholders to communicate any concerns to them. The Company's policy is to encourage, but not require, attendance by each director at the Company's Annual Meeting of Shareholders. All of the directors of the Company are encouraged to attend the Annual Meeting of Shareholders and at the 2016 Annual Meeting of Shareholders, all of the directors attended.

#### *Communications with the Board*

Shareholders may communicate with the Board of Directors, including a committee of the Board or individual directors, by writing to the Corporate Secretary, Heritage Commerce Corp, 150 Almaden Boulevard, San Jose, California 95113. Each communication from a shareholder should include the following information in order to permit shareholder status to be confirmed and to provide an address to forward a response if deemed appropriate:

- The name, mailing address and telephone number of the shareholder sending the communication; and

- If the shareholder is not a record holder of our common stock, the name of the record holder of our common stock beneficially owned must be identified along with the shareholder.

Our Corporate Secretary will forward all appropriate communications to the Board or individual members of the Board specified in the communication. Our Corporate Secretary may (but is not required to) review all correspondence addressed to the Board or any individual member of the Board, for any inappropriate correspondence more suitably directed to management. Communications may be deemed inappropriate for this purpose if it is reasonably apparent from the face of the correspondence that it relates principally to a customer dispute. Our policies regarding the handling of security holder communications were approved by a majority of our independent directors.

#### *Nomination of Directors*

The Company has a Corporate Governance and Nominating Committee. The duties of the Corporate Governance and Nominating Committee include the recommendation of candidates for election to the Company's Board of Directors.

The Corporate Governance and Nominating Committee's minimum qualifications for a director are persons of high ethical character who have both personal and professional integrity, which is consistent with the image and values of the Company. The Corporate Governance and Nominating Committee considers some or all of the following criteria in considering candidates to serve as directors:

- commitment to ethical conduct and personal and professional integrity as evidenced through the person's business associations, diversity, service as a director or executive officer or other commitment to ethical conduct and personal and professional integrity as evidenced in organizations and/or education;
- objective perspective and mature judgment developed through business experiences and/or educational endeavors;
- the candidate's ability to work with other members of the Board of Directors and management to further our goals and increase shareholder value;
- the ability and commitment to devote sufficient time to carry out the duties and responsibilities as a director;
- demonstrated experience at policy making levels in various organizations and in areas that are relevant to our activities;
- the skills and experience of the potential nominee in relation to the capabilities already present on the Board of Directors; and
- such other attributes, including independence, relevant in constituting a board that also satisfies the requirements imposed by the SEC and The NASDAQ Stock Market.

The Corporate Governance and Nominating Committee does not have a separate policy for consideration of any director candidates recommended by shareholders. Instead, the Corporate Governance and Nominating Committee considers any candidate meeting the requirements for nomination by a shareholder set forth in the Company's Bylaws (as well as applicable laws and regulations) in the same manner as any other director candidate. The Corporate Governance and Nominating Committee believes that requiring shareholder recommendations for director candidates to comply with the requirements for nominations in accordance with the Company's Bylaws ensures that the Corporate Governance and Nominating Committee receives at least the minimum information necessary for it to begin an appropriate evaluation of any such director nominee.

Section 5.14 of the Company's Bylaws provide that any shareholder must give advance written notice to the Company of an intention to nominate a director at a shareholder meeting. Notice of intention to

make any nominations must be delivered to the Secretary of the Company at the principal executive offices of the Company not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting. If the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date of the annual meeting, notice by the shareholder must be delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Company.

To be in proper written form, a shareholder's notice to the Corporate Secretary must provide as to each person, whom the shareholder proposes to nominate for election as a director (each referred to as the "Nominee"): (1) all information relating to the Nominee that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Securities Exchange Act of 1934 (the "Exchange Act"); (2) the Nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (3) the number of shares of capital stock of any bank, bank holding company, savings and loan association or other depository institution owned beneficially by the Nominee and the identities and locations of any such institutions; (4) whether the Nominee has ever been convicted of or pleaded nolo contendere to any criminal offense involving dishonestly or breach of trust, filed a petition in bankruptcy or been adjudged bankrupt; (5) a written statement executed by the Nominee acknowledging that as a director of the Company, the Nominee will owe a fiduciary duty exclusively to the Company and its shareholders; (6) a representation whether the Nominee satisfies the requirements of Section 2.2(b) of the Company's Bylaws (see below); (7) whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the Nominee respect to any securities of the Company, and a description of any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares), the effect or intent of which is to mitigate loss to, or to manage the risk or benefit of share price changes for, or to increase or decrease the voting power of the Nominee; and (8) a description of all arrangements or understandings between the shareholder and the Nominee and any other person or persons (naming such person or persons) pursuant to which the nomination is to be made by the shareholder.

The notice must also set forth with respect to the shareholder submitting the nomination: (1) the name and address of the shareholder (and beneficial owner, if applicable), as it appears on the Company's books, (and of such beneficial owner, if applicable) and any other shareholders and beneficial owners known by such shareholder to be supporting the Nominee(s) for election; (2) the class or series and number of shares of capital stock of the Company that are, directly or indirectly, owned beneficially and of record by such shareholder (and by such beneficial owner, if applicable); (3) any derivative positions with respect to shares of capital stock of the Company held or beneficially held by or on behalf of such shareholder (and by or on behalf of such beneficial owner), the extent to which any hedging or other transaction or series of transactions has been entered into with respect to the shares of capital stock of the Company by or on behalf of such shareholder (and by or on behalf of such beneficial owner), and the extent to which any other agreement, arrangement or understanding has been made, the effect or intent of which is to increase or decrease the voting power of such shareholder (and such beneficial owner) with respect to shares of capital stock of the Company; (4) a representation that the shareholder is a holder of record of stock of the Company entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose the Nominee; and (5) a representation whether the shareholder (or the beneficial owner, if any), intends or is part of a group that intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee or otherwise to solicit proxies from shareholders in support of such nomination (and a copy of such documents must be provided with the notice). The information required of clauses (3) and (4) must

be supplemented not later than ten days following the record date to disclose the information contained in clauses (3) and (4) above as of the record date.

The Company may require any proposed nominee to furnish such other information as it may reasonably require to determine: (1) the eligibility of the Nominee to serve as a director of the Company (including the information required to be set forth in the shareholder's notice of nomination of such person as a director as of a date subsequent to the date on which the notice of such person's nomination was given); and (2) whether the Nominee qualifies as an "independent director" or "audit committee financial expert" under applicable law, securities exchange rule or regulation, or any publicly-disclosed corporate governance guideline or committee charter of the Company.

Nominees for the Board of Directors must also meet certain qualifications set forth in Section 2.2(b) of our Bylaws, which prohibit the election as a director of any person who is a director, executive officer, branch manager or trustee for any unaffiliated commercial bank, savings bank, trust company, savings and loan association, building and loan association, industrial bank or credit union that is engaged in business in: (1) any city, town or village in which the Company or any affiliate or subsidiary thereof has offices; or (2) any city, town or village adjacent to a city, town or village in which the Company or any affiliate or subsidiary thereof has offices.

When the Company acquired Focus Business Bank in 2015, it agreed to nominate and support the election of Julianne M. Biagini-Komas and J. Philip DiNapoli, former directors of Focus Business Bank, to the Company's Board. The Corporate Governance and Nomination Committee has recommended the election of Julianne M. Biagini-Komas and J. Philip DiNapoli as directors at the 2017 Annual Meeting.

#### *Diversity of the Board of Directors*

In considering diversity of the Board (in all aspects of that term) as a criteria for selecting nominees in accordance with its charter, the Corporate Governance and Nominating Committee takes into account various factors and perspectives, including differences of viewpoint, high quality business and professional experience, education, skills and other individual qualities and attributes that contribute to Board heterogeneity, as well as race, gender and national origin. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The Committee seeks persons with leadership experience in a variety of contexts and industries. The Committee believes that this expansive conceptualization of diversity is the most effective means to implement Board diversity. The Corporate Governance and Nominating Committee will assess the effectiveness of this approach as part of its annual review of its charter.

#### *Term of Office*

Directors serve for a one-year term or until their successors are elected. The Board does not have term limits, instead preferring to rely upon the evaluation procedures described herein as the primary methods of ensuring that each director continues to act in a manner consistent with the best interests of the shareholders and the Company.

#### *Board Committees*

The Board may delegate portions of its responsibilities to committees of its members. These standing committees of the Board meet at regular intervals to attend to their particular areas of responsibility. Our Board has five standing committees: Audit Committee, Compensation Committee, Corporate Governance and Nominating Committee, Finance and Investment Committee, and Strategic Initiatives Committee. In addition, Heritage Bank of Commerce maintains a Loan Committee. An independent director, as defined by the applicable rules and regulations of The NASDAQ Stock Market, chairs the Board and its other standing committees (including Heritage Bank of Commerce's Loan Committee). The Chair determines the agenda, the frequency and the length of the meetings and receives input from Board members.

### *Executive Sessions*

Independent directors meet in executive sessions throughout the year including meeting annually to consider and act upon the recommendation of the Compensation Committee regarding the compensation and performance of the Chief Executive Officer.

### *Evaluation of Board Performance*

A Board assessment and director self-evaluations are conducted annually in accordance with an established evaluation process and includes performance of committees. The Corporate Governance and Nominating Committee oversees this process and reviews the assessment and self-evaluation with the full Board.

### *Management Performance and Compensation*

The Compensation Committee reviews and approves the Chief Executive Officer's evaluation of the top management team on an annual basis. The Board (largely through the Compensation Committee) evaluates the compensation plans for senior management and other employees to ensure they are appropriate, competitive and properly reflect the Company's objectives and performance.

### *Director Stock Ownership Guidelines*

The Board has adopted a policy that each member of the Board is expected to hold, at a minimum, \$200,000 market value shares of the Company's common stock. Any director not meeting the minimum level as of the effective date of their election to the Board has three years to bring his or her holdings up to this minimum level. The Corporate Governance and Nominating Committee will review this policy on an annual basis.

### *Code of Ethics*

The Board expects all directors, as well as officers and employees, to display the highest standard of ethics, consistent with the principles that have guided the Company over the years.

The Board has adopted an Executive and Principal Financial Officer's Code of Ethics that applies to the Chief Executive Officer, Chief Financial Officer and the senior financial officers of the Company to help ensure that the financial affairs of the Company are conducted honestly, ethically, accurately, objectively, consistent with generally accepted accounting principles and in compliance with all applicable governmental law, rules and regulations. We will disclose any amendment to, or a waiver from a provision of our Code of Ethics on our website. The Executive and Principal Financial Officer's Code of Ethics is available on our website at [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com).

### *Reporting of Complaints/Concerns Regarding Accounting or Auditing Matters*

The Company's Board of Directors has adopted procedures for receiving and responding to complaints or concerns regarding accounting and auditing matters. These procedures were designed to provide a channel of communication for employees and others who have complaints or concerns regarding accounting or auditing matters involving the Company.

Employee concerns may be communicated in a confidential or anonymous manner to the Audit Committee of the Board. The Audit Committee Chairman will make a determination on the level of inquiry, investigation or disposal of the complaint. All complaints are discussed with the Company's senior management and monitored by the Audit Committee for handling, investigation and final disposition. The Chairman of the Audit Committee will report the status and disposition of all complaints to the Board of Directors.

## INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS

### *The Board of Directors*

The Board of Directors oversees our business and monitors the performance of management. In accordance with corporate governance principles, the Board does not involve itself in day-to-day operations. The directors keep themselves informed through, among other things, discussions with the Chief Executive Officer, other key executives and our principal outside advisors (legal counsel, outside auditors, and other consultants), by reading reports and other materials that we send them and by participating in Board and committee meetings.

The Company's Bylaws currently permit the number of Board members to range from 9 to 15, leaving the Board authority to fix the exact number of directors within that range. The Board has fixed the number of directors at 9.

### *Board Leadership Structure*

The Board of Directors is committed to maintaining an independent Board, and a majority of the Board has been comprised of independent directors. It has further for many years been the practice of the Company to separate the roles of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles. The Chief Executive Officer is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company. The Chairman of the Board provides guidance to the Chief Executive Officer, sets the agenda for Board meetings, presides over meetings of the full Board (including executive sessions), and facilitates communication among the independent directors and between the independent directors and the Chief Executive Officer. The Board further believes that the separation of the duties of the Chief Executive Officer and the Chairman of the Board eliminates any inherent conflict of interest that may arise when the roles are combined, and that an independent director who has not served as an executive of the Company can best provide the necessary leadership and objectivity required as Chairman of the Board.

### *Board Authority for Risk Oversight*

The Board has active involvement and responsibility for overseeing risk management of the Company arising out of its operations and business strategy. The Board monitors, reviews and reacts to material enterprise risks identified by management. The Board receives specific oral and written reports from officers with oversight responsibility for particular risks within the Company. Reports cover executive management on financial, credit, liquidity, interest rate, capital, operational, legal and regulatory compliance and reputation risks and the Company's degree of exposure to those risks. The Board helps ensure that management is properly focused on risk by, among other things, reviewing and discussing the performance of senior management and business line leaders.

Board committees also have responsibility for risk oversight in specific areas. The Audit Committee oversees financial, accounting and internal control risk management policies. The Company's internal Risk Management Steering Committee reports directly to the Audit Committee. The Audit Committee is responsible for monitoring the Company's overall risk program. The Audit Committee receives quarterly reports from the Risk Management Steering Committee and the Company's internal audit department. The Audit Committee reports periodically to the Board on the effectiveness of risk management processes in place, risk trends, and the overall risk assessment of the Company's activities. The Compensation Committee assesses and monitors risks in the Company's compensation program. The Corporate Governance and Nominating Committee recommends director candidates with appropriate experience and skills who will set the proper tone for the Company's risk profile and provide competent oversight over our material risks.

### *The Committees of the Board*

The Board may delegate portions of its responsibilities to committees of its members. These standing committees of the Board meet at regular intervals to attend to their particular areas of responsibility. Our Board has five standing committees: the Audit Committee, Compensation Committee, Corporate Governance and Nominating Committee, Finance and Investment Committee, and Strategic Initiatives Committee. In addition, Heritage Bank of Commerce also maintains a Loan Committee.

*Audit Committee.* The Company has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The Audit Committee charter adopted by the Board sets out the responsibilities, authority and specific duties of the Audit Committee. The Audit Committee charter is available on the Company's website at [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com).

The responsibilities of the Audit Committee include the following:

- oversight of our financial, accounting and reporting process, our system of internal accounting and financial controls, and our compliance with related legal and regulatory requirements;
- the appointment, compensation, retention and oversight of our independent auditors, including conducting a review of their independence, reviewing and approving the planned scope of our annual audit, overseeing the independent auditors' work, and reviewing and pre-approving any audit and non-audit services that may be performed by them;
- review with management and our independent auditors the effectiveness of our internal controls over financial reporting;
- approve the scope and engagement of external audit services and review significant accounting policies and adjustments recommended by the independent auditors and address any significant, unresolved disagreements between the independent auditors and management;
- review and discuss the annual audited financial statements with management and the independent auditors prior to publishing the annual report and filing the Annual Report on Form 10-K with the SEC;
- review and discuss with management and the independent auditors any significant changes, significant deficiencies and material weaknesses regarding internal controls over financial reporting required by the Sarbanes-Oxley Act of 2002, and oversee the corrective action taken to mitigate any significant deficiencies and material weaknesses identified;
- review with management and the independent auditors the effect of significant regulatory and accounting initiatives, changes, and pronouncements as well as significant and unique transactions and financial relationships;
- review with the independent auditors the matters required to be discussed by Auditing Standards No. 61, and receive and discuss with the independent auditors disclosures regarding the auditors' independence;
- oversee the internal audit function and the audits directed under its auspices;
- establish policies to ensure all non-audit services provided by the independent auditors are approved prior to work being performed; and
- oversee and report to the full Board on the effectiveness of the Company's risk management processes and overall risk assessment of the Company's activities.

Each member of the Audit Committee meets the independence criteria as defined by applicable rules and regulations of the SEC for audit committee membership and is independent and is "financially



sophisticated” as defined by the applicable rules and regulations of The NASDAQ Stock Market. The members of the Audit Committee are Julianne M. Biagini-Komas, Steven L. Hallgrimson (Committee Chair), and Laura Roden. The Audit Committee met 12 times during 2016.

During 2016, the Board of Directors determined that Mr. Steven L. Hallgrimson has: (i) an understanding of generally accepted accounting principles and financial statements; (ii) an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (iii) an experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by our financial statements, or experience actively supervising one or more persons engaged in such activities; (iv) an understanding of internal control over financial reporting; and (v) an understanding of audit committee functions.

Therefore, in 2016 the Board determined that Mr. Hallgrimson meets the definition of “audit committee financial expert” under the applicable rules and regulations of the SEC and is “financially sophisticated” as defined by the applicable rules and regulations of The NASDAQ Stock Market. The designation of a person as an audit committee financial expert does not result in the person being deemed an expert for any purpose, including under Section 11 of the Securities Act of 1933. The designation does not impose on the person any duties, obligations or liability greater than those imposed on any other audit committee member or any other director and does not affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

The Audit Committee Report for 2016 appears on page 60 of this proxy statement.

*Compensation Committee.* The Company has a separately designated Compensation Committee, which consists entirely of independent directors as defined by the applicable rules and regulations of The NASDAQ Stock Market. The Compensation Committee has adopted a charter, which is available on the Company’s website at [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com). The Compensation Committee has the following responsibilities:

- review and approve our compensation philosophy;
- review industry compensation practices and our relative compensation positioning;
- review the incentive compensation programs by the Company to evaluate and ensure that none of them encourage excessive risk;
- retain compensation consultants to provide independent professional advice;
- approve compensation paid to our Chief Executive Officer and other executive officers;
- review and approve the Compensation Discussion and Analysis appearing in our proxy statement;
- review director compensation programs, plans and awards;
- administer our short-term and long-term executive incentive plans and stock or stock-based plans; and
- review and approve general employee welfare benefit plans and other plans on an as needed basis.

The members of the Compensation Committee are Julianne M. Biagini-Komas (Committee Chair), Frank G. Bisceglia, Robert T. Moles, and Ranson W. Webster. The Committee met 8 times during 2016.

*Corporate Governance and Nominating Committee.* The Company has a separately designated Corporate Governance and Nominating Committee, which consists of entirely independent directors as defined by the applicable rules and regulations of The NASDAQ Stock Market. The Corporate Governance and Nominating Committee have adopted a charter, which is available on the Company’s website at [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com).

The purposes of the Corporate Governance and Nominating Committee include the following responsibilities:

- identifying individuals qualified to become Board members and making recommendations to the full Board of candidates for election to the Board;
- recommending to the Board corporate governance guidelines;
- leading the Board in an annual review of its performance; and
- recommending director appointments to Board committees.

The members of the Corporate Governance and Nominating Committee are J. Philip DiNapoli, Robert T. Moles, and Ranson W. Webster (Committee Chair). The Committee met 5 times during 2016.

*Finance and Investment Committee.* The Finance and Investment Committee is responsible for the development of policies and procedures related to liquidity, asset-liability management, and supervision of the Company's investments. The Committee also oversees and reviews internal financial reports including annual forecasts and budgets, and stress test analysis prepared by management. The members of the Finance and Investment Committee are Frank G. Bisceglia, Jack W. Conner (Committee Chair), Walter T. Kaczmarek, and Laura Roden. The Finance and Investment Committee met 8 times during 2016.

*Strategic Initiatives Committee.* The principal duties of the Strategic Initiatives Committee are to provide oversight and guidance to senior management regarding the strategic direction of the Company, including development of an overall strategic business plan. The members of the Strategic Initiatives Committee are Jack W. Conner, J. Philip DiNapoli, Walter T. Kaczmarek, Laura Roden (Committee Chair), and Ranson W. Webster. The Strategic Initiatives Committee met 4 times during 2016.

*Heritage Bank of Commerce Loan Committee.* The Heritage Bank of Commerce Loan Committee is responsible for the approval and supervision of loans and the development of the Company's loan policies and procedures. The members of the Loan Committee are Julianne M. Biagini-Komas, Frank G. Bisceglia (Committee Chair), Steven L. Hallgrimson, Walter T. Kaczmarek, Robert T. Moles, and J. Philip DiNapoli (alternate). The Loan Committee met 36 times during 2016.

#### ***Role of Compensation Consultant***

The Compensation Committee of the Board of Directors retained McLagan, an Aon Hewitt Company ("McLagan") as its independent compensation consultant in the first quarter of 2017.

The Compensation Committee has the authority to obtain assistance and advice from advisors to assist it with the evaluation of compensation matters without the approval or permission of management or the Board. The Compensation Committee uses advisors to obtain candid and direct advice independent of management, and takes steps to satisfy this objective. First, in evaluating firms to potentially provide advisory services to the Compensation Committee, the Compensation Committee considers if the firm provides any other services to the Company. In addition, while members of management may assist the Compensation Committee in the search for advisors, the Compensation Committee ultimately and in its sole discretion makes the decision to hire or engage a consultant and provides direction as to the scope of work to be conducted. The Chairman of the Compensation Committee has evaluated the relationship of the compensation consultant with both the Company and the Compensation Committee, including the nature and amount of work performed for the Compensation Committee during the year. The Compensation Committee retained McLagan, to:

- review existing compensation programs for executive officers;

- provide information based on third-party data and analysis of compensation programs at comparable financial institutions for the design and implementation of our executive compensation programs;
- assist the Compensation Committee in forming a peer group; and
- provide independent information as to the reasonableness and appropriateness of the compensation levels and compensation programs of the Company as compared to comparable financial services companies.

***Executive Officers of the Company***

Set forth below is certain information with respect to the executive officers of the Company:

<u>Name</u>	<u>Position</u>
Walter T. Kaczmarek . . . . .	President and Chief Executive Officer
Keith A. Wilton . . . . .	Executive Vice President and Chief Operating Officer, President of Heritage Bank of Commerce
Michael E. Benito . . . . .	Executive Vice President/Banking Division
Lawrence D. McGovern . . . . .	Executive Vice President and Chief Financial Officer
David E. Porter . . . . .	Executive Vice President and Chief Credit Officer

Biographical information for Walter T. Kaczmarek is found under “Proposal 1—Election of Directors.”

Keith A. Wilton, age 59, has served as Executive Vice President and Chief Operating Officer of the Company and Heritage Bank of Commerce since February 2014. He was promoted to President of Heritage Bank of Commerce effective April 1, 2017. Prior to joining the Company and Heritage Bank of Commerce, Mr. Wilton was an Executive Vice President with Pacific Capital Bancorp from 2010 through 2013. Mr. Wilton was a consultant from 2008 to 2010 for several private equity firms assisting with investment and acquisition opportunities in the financial industry. He was with Greater Bay Bancorp holding positions of Executive Vice President and President of the Specialty Finance Group from 2002 to 2007. Mr. Wilton has over 30 years’ experience with bank and finance companies.

Michael E. Benito, age 56, has served as Executive Vice President/Banking Division of Heritage Bank of Commerce since January 2012. Mr. Benito joined Heritage Bank of Commerce in 2003 as Senior Vice President/Director of Sales & Business Development. From 1998 through 2003, Mr. Benito served as a Managing Director for Greater Bay Bank and from December 1986 through 1998, he served as Regional Vice President with Imperial Bancorp. Mr. Benito began his banking career more than 32 years ago at Union Bank.

Lawrence D. McGovern, age 62, has served as Executive Vice President and Chief Financial Officer of the Company and Heritage Bank of Commerce since July, 1998.

David E. Porter, age 67, has served as Executive Vice President and Chief Credit Officer of Heritage Bank of Commerce since June 2012. Prior to joining Heritage Bank of Commerce, Mr. Porter was with Pacific Capital Bancorp from August 2003 through May 2012, where his last position was Executive Vice President/Regional Credit Manager (following the company’s recapitalization in August 2010), after serving four years as Chief Credit Officer. Prior to joining Pacific Capital Bancorp, Mr. Porter had over 30 years of prior banking experience holding positions of increasing responsibility primarily with community banks.

### ***Compliance with Section 16(a) of the Securities Exchange Act of 1934***

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, executive officers and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities. They are required by SEC rules and regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, except as disclosed below, based solely on review of the copies of such reports furnished to the Company and written representations that no other reports were required, all Section 16(a) filing requirements applicable to our executive officers and directors were complied with during the year ended December 31, 2016. J. Philip DiNapoli filed a Form 5 in February 2017 to correct an inadvertent error on his initial Form 3 filed in 2015.

### ***Transactions with Management***

Some of the Company's directors and executive officers, as well as other related persons (as defined under "Policies and Procedures for Approving Related Party Transactions" below), are customers of, and have banking transactions with, the Company's subsidiary, Heritage Bank of Commerce, in the ordinary course of business, and Heritage Bank of Commerce expects to have such ordinary banking transactions with these persons in the future. In the opinion of the management of the Company and Heritage Bank of Commerce, all loans and commitments to lend included in such transactions were made in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing for comparable transactions with other persons of similar creditworthiness, and do not involve more than the normal risk of collectability or present other unfavorable features. Loans to individual directors, officers and related persons must comply with Heritage Bank of Commerce's lending policies and statutory lending limits. In addition, prior approval of Heritage Bank of Commerce's Board of Directors is required for all loans advanced to directors and executive officers. These loans are exempt from the loan prohibitions of the Sarbanes-Oxley Act.

In 2013, Heritage Bank of Commerce entered into an arms-length 5-year lease for office space in Sunnyvale, California with Sunnyvale Village Associates, a California general partnership. One of the general partners is the father of director Julianne M. Biagini-Komas. Heritage Bank of Commerce entered into the lease prior to Ms. Biagini-Komas joining the Board of Directors in August 2015. Heritage Bank of Commerce paid \$147,632 in rent to the partnership in 2016.

### ***Policies and Procedures for Approving Related Party Transactions***

The Board of Directors has adopted a written Statement of Policy with Respect to Related Party Transactions. Under this policy, any "related party transaction" may be consummated or may continue only if the Audit Committee approves or ratifies the transaction in accordance with the guidelines in the policy and if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party. For purposes of this policy, a "related person" means: (i) any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company; (ii) any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities; (iii) any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and (iv) any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner, principal or in a similar position, or in which such person has a 10% or greater beneficial ownership interest.

A “related party transaction” is a transaction in which the Company or any of its subsidiaries is a participant and in which a related person had or will have a direct or indirect interest, other than transactions involving: (i) less than \$5,000 when aggregated with all similar transactions; (ii) customary bank deposits and accounts (including certificates of deposit); and (iii) loans and commitments to lend included in such transactions that are made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing for comparable transactions with other persons of similar creditworthiness, and do not involve more than the normal risk of collectability or present other unfavorable features to the Company.

A related party who has a position or relationship with a firm, corporation, or other entity that engaged in a transaction with the Company shall not be deemed to have an indirect material interest within the meaning of this policy where the interest in the transaction arises only: (i) from such related party’s position as a director of another corporation or organization that is party to the transaction; (ii) from the direct or indirect ownership by the related party of less than a 10% equity interest in another person (other than a partnership) which is a party to the transaction; or (iii) from the related party’s position as a limited partner in a partnership in which the related party has an interest of less than 10%, and the related party is not a general partner of and does not hold another position in the partnership.

The Board of Directors has determined that the Audit Committee is best suited to review and approve related party transactions. The Committee considers all of the relevant facts and circumstances available to the Committee, including (if applicable) but not limited to: (i) the benefits to the Company; (ii) the impact on a director’s independence in the event the related person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; (iii) the availability of other sources for comparable products or services; (iv) the terms of the transaction; and (v) the terms available to unrelated third parties or to employees generally. No member of the Audit Committee may participate in any review, consideration or approval of any related person transaction with respect to which such member or any of his or her immediate family members is the related person. The Committee will approve only those related person transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee determines in good faith. The Audit Committee conveys its decision to the Chief Executive Officer, who conveys the decision to the appropriate persons within the Company.

During 2016, the Company did not enter into any related party transactions that require review, approval or ratification under our related party transaction policy.

### ***Compensation Discussion and Analysis***

This Compensation Discussion and Analysis identifies the Company’s current compensation philosophy and objectives and describes the various methodologies, policies and practices for establishing and administering the compensation programs for our executives including the named executive officers. The strategies and policies of the Compensation Committee have been developed so that there is a direct correlation between executive compensation and the Company’s overall performance and individual performance. The individuals who served as the Company’s Chief Executive Officer and Chief Financial Officer during 2016, as well as, the other individuals included in the Summary Compensation Table, are referred to as the “named executive officers.”

### ***Overview of Compensation Philosophy***

The Compensation Committee believes executive compensation packages provided by the Company to its executives, including the named executive officers, should include base salary, variable performance based cash awards and equity based compensation in order to achieve three primary goals.

The Compensation Committee believes that the first goal of our compensation program is that a reasonable percentage of executive compensation program should be linked to the financial performance

of the Company. The Compensation Committee believes that a properly structured compensation program will focus on performance to motivate and support individuals to achieve specific short-term and long-term objectives while taking into consideration potential risk implications. We achieve this goal by providing our named executive officers the opportunity to significantly increase their annual cash compensation through our variable performance based cash award incentive plan. The plan awards improvement in the Company's performance in key financial metrics on an annual basis. We also expect that as those improvements are maintained and built upon, they will be reflected in the Company's stock price.

The second goal of our compensation program is to align the interests of our executive officers with the interests of our shareholders. We use equity awards (stock options and/or restricted stock) to reward the long-term efforts of management and to retain management. These equity awards serve to increase the ownership stake of our management in the Company, further aligning the interests of the executives with those of our shareholders.

The third goal of our compensation program is to attract and retain highly competent executives. Our executives, and particularly our named executive officers, are talented managers and they are often presented with opportunities at other institutions, including opportunities at potentially higher compensation levels. We seek to attract and retain our executives by setting base compensation and incentives at competitive levels and awarding equity based awards. We also consider other forms of executive pay, including severance arrangements (including change of control provisions) as a means to attract and retain our executive officers including the named executive officers.

#### ***Compensation Program Objectives and Rewards***

The components of Company's compensation and benefits programs are driven by our business environment and are designed to enable us to achieve the goals of our compensation program within a framework that adheres to the Company's mission and values. The programs' objectives are to:

- Reflect our position as a leading community bank in our service areas;
- Attract, engage and retain the workforce that helps ensure our future success;
- Motivate and inspire employee behavior that fosters a high performance culture;
- Support a one company culture;
- Support overall business objectives;
- Provide shareholders with a superior rate of return over the long term; and
- Create shareholder value through the continuous provision of quality service to our customers.

Consequently, the guiding principles of our programs are to:

- Promote and maintain a high performance banking organization;
- Remain competitive in our marketplace for talent;
- Balance our compensation costs with our desire to provide value to employees and shareholders; and
- Avoid encouraging excessive risk taking.

To this end, we will measure success of our programs by:

- Overall business performance and employee engagement;
- Ability to attract and retain key talent;
- Costs and business risks that are limited to levels that optimize risk and return; and

- Employee understanding and perceptions that ensure program value equals or exceeds program cost.

All of our compensation and benefits for our named executive officers described below have as a primary purpose our need to attract, retain and motivate the highly talented individuals whose performance will enable us to succeed in creating shareholder value in a highly competitive marketplace. Beyond that, different elements have specific purposes designed to reward different performance and retention goals.

- *Base salary and benefits* are designed to:
  - Reward core competence in the executive role relative to position, performance, experience and responsibility;
  - Provide fixed cash compensation with merit increases competitive with the market place; and
  - Control fixed expenses.
- *Annual incentive variable cash awards* are designed to:
  - Focus employees on annual financial objectives derived from the business plan that lead to long-term success;
  - Provide annual variable performance based cash awards to reward and motivate achievement of critical annual performance metrics selected by the Compensation Committee; and
  - Foster a pay for performance culture that aligns our compensation programs with our overall business and strategic strategy.
- *Equity based compensation awards* are designed to:
  - Link compensation rewards to the creation of shareholder wealth;
  - Promote teamwork by tying compensation significantly to the value of our common stock;
  - Attract the next generation of management by providing significant capital accumulation opportunities; and
  - Retain executives by providing a long-term-oriented program whose value could only be achieved by remaining with and performing for the Company.
- *Change of control and separation benefits*:
  - Individual employment contracts with certain executives provide for change of control and separation benefits;
  - Separation benefits provide benefits to ease an employee's transition due to an unexpected employment termination by the Company due to ongoing changes in the Company's employment needs; and
  - Change in control benefits encourage key executives to remain focused on the Company's business in the event of rumored or actual fundamental corporate changes which will enhance shareholder value.
- *Manage excessive risk-taking* through plan design and oversight of incentive plans:
  - Incentive awards are capped;
  - Performance objectives are aligned with annual financial plan approval by the Board of Directors;
  - Multiple financial metrics are used taking into account performance and risk;

- A “claw-back policy” is applied to performance based cash payments;
- Payouts are modified through the use of risk-based capital ratio metrics;
- Long-term incentive equity awards are deferred through vesting requirements; and
- The Compensation Committee has discretion to reduce cash bonus payments.

The use of these compensation programs and benefits enables us to reinforce our pay-for-performance philosophy, align our executives’ interests with shareholders, and strengthen our ability to attract, retain and motivate highly qualified executives. We believe that this combination of programs provides an appropriate mix of fixed and variable pay, balances short-term operational performance with long-term shareholder value, and encourages executive recruitment and retention.

#### ***Consideration of Say-On-Pay Vote Results***

At our 2012 Annual Shareholders Meeting, the shareholders approved a non-binding shareholder advisory proposal to hold say-on-pay proposals every three years. The Company’s Board of Directors at that time agreed that holding say-on-pay proposals every three years was in the best interest of shareholders. At the time the Board believed that three years provides shareholders with sufficient time to evaluate the effectiveness of our overall compensation philosophy, policies and practices in the context of our long-term business results for the corresponding period, while avoiding over emphasis on short term variations in compensation and business results. The Compensation Committee has been mindful of the strong support our shareholders expressed for our compensation program when making executive compensation decisions, including base salary adjustments and long-term incentive awards. In making these executive compensation decisions, which are discussed more fully below, the Compensation Committee’s main considerations included our shareholders’ support for our executive compensation program, and the peer and market information provided by the Compensation Committee’s compensation consultant. The Compensation Committee will continue to consider our shareholders’ views when making executive compensation decisions in the future.

The last time we held a non-binding shareholder advisory vote on executive compensation was at the 2015 Annual Meeting. At that meeting our shareholders approved our 2015 executive compensation (as they had in each prior year where we had a say-on-pay vote), with approximately 98% of voting shareholders casting their vote in favor of the say-on-pay resolution.

#### ***Role of Compensation Committee in Determining Compensation***

The Compensation Committee of the Board of Directors has strategic and oversight responsibility for the overall compensation and benefits programs for executives of the Company. These responsibilities include establishing, implementing, and continually monitoring the compensation structure, policies, and programs of the Company. The Compensation Committee also periodically reviews, assesses and monitors the performance, and regularly reviews the design and function, of the Company’s incentive compensation arrangements to ensure that any risk-taking incentives are consistent with regulatory guidance and the safety and soundness of the organization. The Compensation Committee is responsible for assessing and approving the total compensation paid to the Chief Executive Officer and all executive officers. The Compensation Committee is responsible for determining whether the compensation paid to each of these executives is fair, reasonable and competitive, and whether the compensation program serves the interests of the Company’s shareholders.

The Compensation Committee generally targets compensation in relation to the Company’s Compensation Peer Group (discussed under “*Market Positioning and Pay Benchmarking*”). Base salary is targeted at the 60th percentile, total cash (salary and incentive cash awards) is targeted at the 70th percentile, and total direct compensation (total cash plus the three-year average value of equity awards) is targeted at the 75th percentile. We target above the median because of the competition in our



market for talented executives and our desire to attract and, more importantly, retain and motivate talented individuals we believe are necessary to achieve the goals and objectives of our Board of Directors.

The Compensation Committee is comprised of four independent directors who satisfy The NASDAQ Stock Market listing requirements and relevant Internal Revenue Service and SEC regulations on independence. The Compensation Committee's Chair regularly reports to the Board of Directors on the Compensation Committee actions and recommendations. To evaluate and administer the compensation practices of the Chief Executive Officer and other executive officers, the Compensation Committee meets a minimum of four times a year. The Compensation Committee also holds special meetings and meets telephonically to discuss extraordinary items, such as the hiring or dismissal of executive officers.

#### ***Role of the Chief Executive Officer***

The Chief Executive Officer is not a member of the Compensation Committee, but is invited to attend meetings as necessary to provide input and recommendations on compensation for the other named executive officers. The Chief Executive Officer provides the Compensation Committee with his assessment of the performance of each named executive officer and his perspective on the factors described above in developing his recommendations for the executive's compensation, including salary adjustments, incentive bonuses, annual equity grants and equity grants awarded in conjunction with promotions. Because the Chief Executive Officer works closely with and supervises our executive team, the Compensation Committee believes that the Chief Executive Officer provides valuable insight in evaluating their performance. The Chief Executive Officer also provides the Compensation Committee with additional information regarding the effect, if any, of market competition and changes in business strategy or priorities. The Compensation Committee discusses the Chief Executive Officer's recommendations and then approves or modifies the recommendations in collaboration with the Chief Executive Officer.

#### ***Role of Compensation Consultants***

Generally, at least every two years the Compensation Committee retains the services of an independent executive compensation consultant to assess the competitiveness of our compensation programs, conduct other research as directed by the Compensation Committee, and support the Compensation Committee in the design and implementation of executive and Board of Director compensation. In the fourth quarter of 2016, the Compensation Committee retained McLagan, an Aon Hemitt Company ("McLagan") to: (i) review existing compensation programs; (ii) provide market benchmark information pertaining to both cash and noncash compensation for executives; (iii) provide recommendations and guidance to the Compensation Committee to support its oversight over such compensation programs; and (iv) provide other advice and consultation, including guidance relative to evolving compensation-related regulatory requirements and industry best practices. McLagan reported directly to the Compensation Committee and did not provide services to, or on behalf of, any other part of the Company's business. There are no known conflicts of interests between McLagan and the Company.

#### ***Market Positioning and Pay Benchmarking***

The Compensation Committee generally aims to position compensation relative to market for the Chief Executive Officer and the other named executive officers at the 60th percentile for base salary, 70th percentile for total cash compensation and 75th percentile for total direct compensation. Many factors are taken into account in determining the actual positioning of each executive officer's compensation, including the executive's experience, responsibilities, management abilities and job performance, overall performance of the Company, current market conditions and competitive pay for similar positions at comparable companies. In addition, the Compensation Committee reviews the relationship of various positions between departments, the affordability of desired pay levels and the importance of each position within the Company. These factors are considered by the Compensation Committee in a subjective manner without any specific formula or weighting.

In the first quarter of 2015, McLagan provided its report (“2015 Report”) and the Compensation Committee undertook a review of the Company’s compensation programs for executive officers. The 2015 Report was reviewed and considered for compensation decisions in make for 2016. McLagan, in consultation with the Compensation Committee, selected a custom peer group of financial institutions to establish a “Compensation Peer Group” for the 2015 Report. The companies included in the Compensation Peer Group were selected from publicly traded banks in California, Oregon and Washington based on: (i) compatibility of the bank based on size as measured through total assets between \$900 million and \$3.5 billion (median of \$1.3 billion); (ii) similarity of their product lines and business focus; and (iii) comparable performance criteria relating to return on annual assets and nonperforming assets. In addition to the Compensation Peer Group, McLagan’s primary data sources also included its proprietary regional and community banking database and published industry survey data for national and California banks. McLagan adjusted national survey data for regional salary differentials, and also to reflect higher costs of salaries in the Company’s principal market.

The Comparative Peer Group and the comparative survey data were used to benchmark executive compensation levels against banks that have executive positions with responsibilities similar in breadth and scope to ours and that compete with us for executive talent. With such information and recognition that the public company data reflected compensation levels for 2014 and estimated levels for 2015, the Compensation Committee reviewed and analyzed compensation for the Chief Executive Officer and the other named executive officers for the 2016 compensation program.

The Compensation Peer Group component companies used in the evaluation of the Company’s executive compensation programs in the 2015 Report for executive officers were as follows:

Bank of Marin Bancorp  
Bridge Capital Holdings\*  
Farmers & Merchants Bancorp  
Heritage Oaks Bancorp\*  
CU Bancorp  
Preferred Bank  
Pacific Premier Bancorp  
Provident Financial Holdings  
Sierra Bancorp  
TriCo Bancshares

Bank of Commerce Holdings  
HomeStreet Inc.  
Pacific Continental Corp.  
Heritage Financial Corp.  
Central Valley Community Bancorp  
First Foundation Inc.  
FNB Bancorp  
First Northern Community Bancorp

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\* Since acquired by another financial institution.

In the fourth quarter of 2016, the Committee again engaged McLagan to provide a report for the Committee’s review and consideration (“2017 Report”) the Compensation Committee undertook a review of the Company’s compensation programs for executive officers. McLagan, in consultation with the Compensation Committee, selected a custom peer group of financial institutions to establish a “Compensation Peer Group” for the 2017 Report. The companies included in the Compensation Peer Group were selected from publicly traded banks in California, Oregon and Washington based on: (i) compatibility of the bank based on size as measured through total assets between \$1.1 billion and \$5.0 billion (median of \$2.6 billion); (ii) similarity of their product lines and business focus; and (iii) comparable performance criteria relating to nonperforming assets (less than 4% of assets). In addition to the Compensation Peer Group, McLagan’s primary data sources also included its proprietary regional and community banking database and published industry survey data for national and California banks. The American Bankers Association (ABA) Compensation and benefits survey was also reviewed by McLagan. Compensation Peer Group and proprietary survey data represented actual 2015 compensation information. The ABA data represented actual 2014 compensation information, adjusted to 2015 at an

annual rate of 3%. McLagan adjusted national survey data upwards by 27.4% for regional salary differentials, and also to reflect higher costs of salaries in the Company's principal market.

The Comparative Peer Group and the comparative survey data were used to benchmark executive compensation levels against banks that have executive positions with responsibilities similar in breadth and scope to ours and that compete with us for executive talent. The Compensation Committee reviewed and analyzed compensation for the Chief Executive Officer and the other named executive officers for the 2017 Compensation Program.

The Compensation Peer Group component companies used in the evaluation of the Company's executive compensation programs in the 2017 Report for executive officers were as follows:

Bank of Marin Bancorp	Bank of Commerce Holdings
Farmers & Merchants Bancorp	Pacific Continental Corp.
Heritage Oaks Bancorp*	Heritage Financial Corp.
CU Bancorp	Central Valley Community Bancorp
Preferred Bank	First Foundation Inc.
Pacific Premier Bancorp	FNB Bancorp
Provident Financial Holdings	First Northern Community Bancorp
Sierra Bancorp	Hanmi Financial Corp
TriCo Bancshares	Cascade Bancorp

\* Since acquired by another financial institution.

### ***Chief Executive Officer Compensation***

The Compensation Committee meets with the other independent directors each year in an executive session without management present to evaluate the performance of the Chief Executive Officer. The Compensation Committee also confers with the Chief Executive Officer when setting his base salary. The Chief Executive Officer does not participate in any deliberations regarding his own compensation. The Compensation Committee annually reviews and approves goals and objectives relevant to the Chief Executive Officer and evaluates the Chief Executive's performance against those objectives. The Compensation Committee typically considers corporate financial performance, the Company's achievement of its short and long-term goals versus its strategic objectives and financial targets. With the assistance of the compensation consultant, the Compensation Committee also considers the compensation data related to the Compensation Peer Group for base pay, total cash compensation, and total direct compensation. The Compensation Committee approves the Chief Executive Officer's compensation level based on its evaluation. In 2016, the Compensation Committee approved a salary increase to \$440,000. In its review the Committee believes that the CEO's performance has been exemplary and that his leadership and management have been critical to the continual improvement and success of the Company. The 2017 Report concluded that the CEO base salary in 2016 was 18% below the 60th percentile, his total cash compensation was 27th percent below the 70th percentile and his direct compensation was 51% below the 75th percentile. The Committee in its review of the 2017 Report approved an increase in the CEO base salary to \$480,000. Although this will bring the CEO's base salary to approximately 10% below the 60th percentile based on the 2017 report, the Committee anticipates a gradual increase in the next and following years to reach the 60% target.

**Base Salary Decisions for the Other Named Executive Officers**

Generally the Compensation Committee believes that executive base salaries should be targeted so as not to be substantially below the 60th percentile of the Compensation Peer Group for executives in similar positions with similar responsibilities. Base salaries are reviewed annually and adjusted as necessary to realign them with market levels after taking into account the value of the position in the marketplace, career experience, and the contribution and performance of the individual. Although each of the named executive officers has an employment agreement with the Company, the initial base salary in each of the agreements may be increased (and has been in the past) in accordance with the Chief Executive Officer’s evaluation of the executive’s performance and the Compensation Committee’s evaluation of the Company’s overall compensation programs and policies.

In 2016, the Compensation Committee considered the pay practices of the Compensation Peer Group and the analyses and recommendations provided by its independent consultant in the 2015 Report. In the evaluation of base salaries for 2016 for the named executive officers, the Compensation Committee also considered the minimum, mid-range and maximum salaries paid to similarly situated positions at companies in the Compensation Peer Group as well as the performance levels of the named executive officers. As a result of its review the Compensation Committee made the following changes to the base salary of the named executive officers effective April 1, 2016:

<u>Named Executive</u>	<u>2015 Salary</u>	<u>2016 Salary</u>	<u>2016 Salary Variance to 60th Percentile*</u>
Walter T. Kaczmarek . . . . .	\$421,212	\$440,000	18% below
Lawrence D. McGovern . . . . .	\$274,574	\$285,574	2% above
Michael E. Benito . . . . .	\$255,852	\$265,852	6% above
David E. Porter . . . . .	\$271,843	\$281,843	10% above
Keith A. Wilton . . . . .	\$308,000	\$323,000	1% above

\* Based on the McLagan 2017 Report for Compensation Peer Group salaries for 2016.

At its March 2017 meeting, the Committee approved the following salary increases after consideration of the performance of the Company in 2016 and the information provided in the 2017 Report:

<u>Named Executive</u>	<u>2017 Salary</u>
Walter T. Kaczmarek . . . . .	\$480,000
Lawrence D. McGovern . . . . .	\$296,574
Michael E. Benito . . . . .	\$273,852
David E. Porter . . . . .	\$290,843
Keith A. Wilton . . . . .	\$348,000

Base salary drives the formula used in the Management Incentive Plan as discussed below under “Management Incentive Plan.” Base salary is the only element of compensation that is used in determining the amount of contributions permitted under the Company’s 401(k) plan.

**Management Incentive Plan**

We believe that a portion of the annual incentive compensation for named executive officers should be based on performance against pre-defined financial metrics and performance objectives. The Company’s Management Incentive Plan (“Incentive Plan”) plays a key role in fulfilling the objective. In 2016, each of our named executive officers was eligible to receive a bonus under the Incentive Plan. Annual performance bonuses are designed to focus participants on, and reward them for, the achievement of specific annual financial, strategic and/or operational objectives of the Company. The incentive levels

(as a percent of salary) are designed to provide for the achievement of threshold, target and maximum performance objectives. The financial metrics, performance objectives, and the formula for computing the performance bonus are established by the Compensation Committee in the first quarter of each fiscal year. The award opportunities under the Incentive Plan were derived in part from our Compensation Peer Group and other comparative data provided by our independent consultant, and in part by the Compensation Committee’s judgment on internal equity of the positions, their relative value to the Company and the desire to maintain a consistent annual incentive target for the Chief Executive Officer and the other named executive officers.

The payouts for executives under the Incentive Plan are targeted to provide aggregate cash compensation together with base salary at the 70th percentile of our Compensation Peer Group when we reach our target annual financial performance (“Target”). Smaller payouts can be awarded if we reach 90% to 95% of our target performance (“Threshold”). Larger payouts can be awarded if we achieve 105% to 110% of target performance (“Maximum”). Payouts generally are not calculated by mathematical interpolation (on a continuous scale), therefore an incentive level must be reached or exceeded for a cash award.

The incentive levels assigned as a percentage of base salary for 2016 were as follows:

<u>Named Executive</u>	<u>As a percent of base salary</u>		
	<u>Threshold</u>	<u>Target</u>	<u>Maximum</u>
Walter T. Kaczmarek . . . . .	10%	45%	60%
Lawrence D. McGovern . . . . .	10%	40%	60%
Michael E. Benito . . . . .	10%	40%	60%
David E. Porter . . . . .	10%	40%	60%
Keith A. Wilton . . . . .	10%	40%	60%

Management recommends, and the Compensation Committee reviews and approves, the financial metrics for each plan year that must be met in order for awards to be paid. These financial metrics are weighted and are intended to motivate and reward eligible executives to strive for continued financial improvement of the Company, consistent with performance based compensation and increasing shareholder value. The Compensation Committee typically identifies from three to six financial metrics which may be revised from year to year to reflect the Company’s business and strategic goals. The Compensation Committee determines the weighting of financial metrics each year based upon recommendations from the Chief Executive Officer. For 2016, the following financial metrics along with the relative weights of each financial metric were established by the Compensation Committee:

<u>Financial Metrics</u>	<u>Weight</u>
Pre-Tax Income . . . . .	20%
Nonperforming Assets . . . . .	15%
Loan Growth . . . . .	20%
Noninterest Income . . . . .	15%
Noninterest Expense . . . . .	15%
Deposit Growth . . . . .	15%

The Compensation Committee believes pre-tax income is a valid measurement in assessing how the Company is performing from a financial standpoint. Pre-tax income is an accepted accounting measures that drives earnings per share and shareholder returns over the long term. Noninterest income and noninterest expense are important components of net income that senior management and the Board of Directors sought to improve upon in 2016. In addition, the Compensation Committee, in consultation with the Chief Executive Officer, concluded that management should continue its focus on credit quality and loan and deposit growth. Financial metrics for noninterest income and noninterest expense are financial

metrics that drive overall net income. The Compensation Committee believes that nonperforming assets are an effective measure to monitor the Company's progress in improving its credit quality. Further, in view of the Company's plans to continue its focus on growth, the Compensation Committee sought to incentivize and measure growth by increases in outstanding loans and deposits.

The Compensation Committee did not realign the weighting of the mix of the financial metrics in 2016 from 2015. Because the Compensation Committee believed that the Incentive Plan should also balance risk-taking with performance, the Compensation Committee maintained a risk-based capital element to the plan. If the total risk-based capital ratio was below 10% at year-end 2016, bonus payments would be reduced to zero.

Performance objectives were generally identified through our annual financial planning and budget process. Senior management developed a financial plan for 2016, and the financial plan was reviewed and approved by the Board of Directors. The Compensation Committee received recommendations from senior management for financial performance objective ranges. In making the determination of the Threshold, Target and Maximum levels, the Compensation Committee considered specific circumstances anticipated to be encountered by the Company during the coming year and the level of improvement from year-to-year required to achieve the performance of levels. The Compensation Committee believed that the Threshold, Target and Maximum levels established for the Incentive Plan in 2016 were sufficiently challenging given the economic climate and the level of growth and improvement in the various financial metrics that would have to occur to meet the various performance objectives.

For 2016, performance was assessed relative to performances for the year ended December 31, 2016, as shown below and compared to actual results:

<u>Financial Metrics</u>	<u>Threshold (90% of Plan)</u>	<u>Target (Plan)</u>	<u>Maximum (110% of Plan)</u>	<u>2016 Actual</u>
Pre-Tax Income . . . . .	\$ 38,376,000	\$ 42,640,000	\$ 46,904,000	\$ 43,969,000
Nonperforming Assets . . . . .	\$ 14,300,000	\$ 13,000,000	\$ 11,700,000	\$ 3,288,000
Loans Outstanding(1) . . . . .	\$1,422,718,000	\$1,497,598,000	\$1,572,478,000	\$1,397,728,000
Noninterest Income(2) . . . . .	\$ 8,622,000	\$ 9,580,000	\$ 10,538,000	\$ 9,407,000
Noninterest Expense(3) . . . . .	\$ 60,698,000	\$ 59,198,000	\$ 57,698,000	\$ 57,639,000
Deposits Outstanding(4) . . . . .	\$1,959,936,000	\$2,063,091,000	\$2,166,246,000	\$2,167,659,000

- (1) Threshold and Maximum at 95% and 105% of plan. Includes Bayview factored accounts receivable, but excludes loan portfolios purchased during 2016 and loans held-for-sale.
- (2) Excluding securities gains and losses.
- (3) 90% and 110% of plan not used. A \$1.5 million differential below and over Target was used for Threshold and Maximum.
- (4) Threshold and Maximum at 95% and 105% of plan. Excludes Brokered Deposits, CDARS and State CDs.

During the first quarter of the following fiscal year, the Compensation Committee assesses the performance of the Company for each financial metric comparing the actual fiscal year results to the pre-determined performance objectives for each financial metric calculated with reference to the pre-determined weight accorded the financial metric, and an overall percentage amount for the award is calculated. In addition, the Compensation Committee has discretionary authority to include qualitative subjective measures which may increase or decrease an award by an additional 15% of base salary. The positive discretion may be utilized to address completion of special projects, department initiatives, or favorable achievements reflected in regulatory exam results. The Compensation Committee may also use its discretion in adjusting financial metrics and performance objectives for unexpected economic conditions or changes in the business of the Company.

In 2016, the Company reached the “Maximum” for Nonperforming Assets, Noninterest Expense, and Deposits Outstanding, “Target” for Pre-Tax Income, and “Threshold” for Noninterest Income. After consideration of these performance levels for 2016, the Committee awarded the following bonuses which were paid in the first quarter of 2017:

<u>Named Executive</u>	<u>Bonus Award</u>	<u>Percentage of 2016 Base Salary</u>
Walter Kaczmarek . . . . .	\$163,238	37.5%
Larry McGovern . . . . .	\$103,231	36.5%
Michael Benito . . . . .	\$ 96,123	36.5%
David Porter . . . . .	\$101,960	36.5%
Keith A. Wilton . . . . .	\$116,526	36.5%

### *Equity Based Compensation*

The Compensation Committee believes that equity based compensation should be a significant component of total executive compensation to align executive compensation with the long-term performance of the Company and to encourage executives to make value enhancing decisions for the benefit of our shareholders. Each of the named executive officers is eligible to receive equity compensation. The Compensation Committee is responsible for determining equity grants to all staff members, including named executive officers. The Compensation Committee may also grant equity-based awards to award performance, coincide with promotions and hirings, and for recruiting and retention purposes.

In considering whether to grant an equity award and the size of the grants to be awarded, the Compensation Committee considers, with respect to each executive officer, the salary level, the contributions expected toward the growth and profitability of the Company and, to the extent available, survey data indicating grants made to similarly situated officers at comparable financial institutions. The Compensation Committee decides whether to approve the grant of equity awards, and the terms of such grant, after deliberation in executive session with respect to grants to the Chief Executive Officer, and after discussion with the Chief Executive Officer, with respect to grants to other executive officers.

The Company’s Amended and Restated 2004 Equity Plan (the “2004 Plan”) provided for the grant of non-qualified and incentive stock options, and restricted stock. In 2013, the Board of Directors and shareholders approved the 2013 Equity Incentive Plan (the “2013 Plan”) and the 2004 Plan was terminated. Stock options and restricted stock awards issued under the 2004 Plan remain outstanding. The Compensation Committee approved all awards under the 2004 Plan and continues to do so under the 2013 Plan. The Compensation Committee is the administrator of the 2004 and 2013 Plans.

Stock options provide for financial gain derived from the potential appreciation in stock price from the date that the option is granted until the date that the option is exercised. The exercise price of stock option grants is set at fair market value on the grant date. We do not grant stock options at a discount to fair market value or reduce the exercise price of outstanding stock options except in the case of a stock split or other similar event. We do not grant stock options with a so-called “reload” feature, nor do we loan funds to employees to enable them to exercise stock options. The Board has also never re-priced stock options. Stock options granted to date generally vest pro rata on a daily basis over four years and expire ten years from the grant date, and vesting accelerates on a change of control. Our long-term performance ultimately determines the value of stock options, because gains from stock option exercises are entirely dependent on the long-term appreciation of our stock price.

In addition to stock options, both the 2004 and 2013 Plans authorize the issuance of restricted stock. An award of restricted stock involves the immediate transfer by the Company to a participant of ownership of a specific number of shares of common stock. The restricted stock is valued at its fair market value on

the date of grant. Restricted stock is subject to a “substantial risk of forfeiture” within the meaning of Section 83 of the Internal Revenue Code of 1986, as amended. To date, the Compensation Committee has chosen to grant time-based restricted stock awards. Restricted stock awarded by the Compensation Committee have vesting periods that vary, and vesting accelerates on a change of control of the Company, or the holder’s death or disability.

The Compensation Committee has established a stock option and restricted stock policy which recognizes that stock options and restricted stock have an impact on the profits of the Company under current accounting rules and also have a dilutive effect on the Company’s shareholders. Accordingly, they are recognized as a scarce resource and option grants and awards of restricted stock are given the same consideration as any other form of compensation. The Compensation Committee has established ranges for the amount of options that may be granted that depend on the individual’s position with the Company and whether the option is awarded as an incentive to attract an individual, to retain an individual or to reward performance. The Compensation Committee approves primarily nonstatutory stock options instead of incentive stock options because of the tax advantages available to the Company for nonstatutory options and because employees generally do not take full advantage of the tax benefits available to them from incentive stock options.

We do not backdate options or grant options or award restricted stock retroactively. In addition, we do not plan to coordinate grants of options or awards of restricted stock so that they are made before announcement of favorable information, or after announcement of unfavorable information. The Company’s options and restricted stock are granted at fair market value on a fixed date or event (the first day of service for new hires and the date of Compensation Committee approval for existing employees), with all required approvals obtained in advance of or on the actual grant date. All grants to executive officers require the approval of the Compensation Committee and the Board of Directors. Fair market value has been consistently determined as the closing price on The Nasdaq Global Select Market on the grant date. In order to ensure that an option exercise price or restricted stock date of grant valuation fairly reflects all material information, without regard to whether the information seems positive or negative, every grant of options and restricted stock is contingent upon an assurance by management and legal counsel that the Company is not in possession of material undisclosed information. If the Company is in a “black-out” period for trading under its trading policy or otherwise in possession of inside information, the date of grant is suspended until the second business day after public dissemination of the information.

The Company’s general practice has been to grant options and restricted stock only on the annual grant date at a Compensation Committee and Board of Directors’ regular meeting held during the first quarter for the named executive officers as well as current staff, and at any other Compensation Committee meeting (whether a regular meeting or otherwise) held on the same date as a regularly scheduled Board meeting (which are held monthly) as required to attract new staff, retain staff or recognize key specific achievements.

Based on the 2015 Report, the Chief Executive Officer and the other named executive officers received total direct compensation below the 75<sup>th</sup> percentile in 2015.

The following awards of restricted stock were granted in 2016:

<u>Named Executive</u>	<u>Restricted Shares</u>
Walter T. Kaczmarek . . . . .	15,000
Lawrence D. McGovern . . . . .	8,200
Michael E. Benito . . . . .	7,500
David E. Porter . . . . .	8,000
Keith A. Wilton . . . . .	9,000



According to the 2017 Report, the Company's direct compensation for 2016 was on average 12% above the median but 14% below the targeted 75<sup>th</sup> percentile. In response and in connection with its annual consideration of the grant of equity awards the Committee approved the following restricted stock awards for 2017 which were issued in the first quarter of 2017:

<u>Named Executive</u>	<u>Restricted Shares</u>
Walter T. Kaczmarek . . . . .	15,000
Lawrence D. McGovern . . . . .	9,000
Michael E. Benito . . . . .	6,000
David E. Porter . . . . .	8,000
Keith A. Wilton . . . . .	12,000

### ***Retirement Plans***

Our Amended and Restated Supplemental Retirement Plan ("SERP") is an element of our compensation program offered to certain executive officers. These types of plans have been commonly offered in the community bank industry for some time. The SERP is a nonqualified defined benefit plan and is unsecured and unfunded and there are no plan assets. When the Company offers key employees participation in the SERP, including some but not all of the named executive officers, the supplemental retirement benefit awarded is based on the individual's position within the Company and a vesting schedule determined by the desirability of incenting the retention element of the program. The participant receives his or her vested benefit at retirement. A participant whose employment terminates after the normal retirement date will receive 100% of his or her supplemental retirement benefit, payable monthly, commencing on the first of the month following retirement (unless selected otherwise by the participant and except executive officers who will receive their benefit six months following retirement) and continuing until the death of the participant (unless the joint survivor option is selected). For information on the plan, see "Supplemental Retirement Plan for Executive Officers."

### ***Prohibition on Speculation in Company Stock***

Our stock trading guidelines prohibit executives from speculating in our stock, which includes, but is not limited to, short selling (profiting if the market price of the securities decreases), buying or selling publicly traded options, including writing covered calls, and hedging or any other type of derivative arrangement that has a similar economic effect.

### ***Termination of Employment and Change in Control Provisions***

The Compensation Committee believes that a change in control transaction, or potential change in control transaction, would create uncertainty regarding the continued employment of our executives. This is because many change in control transactions result in significant organizational changes, particularly at the senior executive level. In order to encourage our executives to remain employed with us during an important time when their continued employment in connection with or following a transaction is often uncertain and to help keep our executives focused on our business rather than on their personal financial security, we believe that providing certain of our executives with severance benefits upon certain terminations of employment is in the best interests of our Company and our shareholders.

The Company does not have company-wide separate change of control agreements with its executive officers. Instead, the Chief Executive Officer and the other named executive officers have specific change of control and severance provisions in their respective employment agreements. The Compensation Committee considers the use of change of control provisions and severance provisions on a case by case basis depending on the individual's position with the Company and the need to attract and/or retain the individuals.

The severance benefits provided for our named executive officers were determined by the Compensation Committee based on its judgment of prevailing market practices at the time each agreement was entered into. At present, we have employment agreements with the Chief Executive Officer and the other named executive officers, which detail their eligibility for payments under various termination scenarios. In addition, certain equity grants made to the named executive officers provide for vesting of stock options and restricted stock upon a change of control. We have disclosed the severance and/or change in control payouts that would be payable to each named executive officer if the triggering event occurred on December 31, 2016, in the “Change in Control Arrangements and Termination of Employment” section in this proxy statement.

### ***Tax Considerations***

Section 162(m) (“Section 162(m)”) of the Internal Revenue Code of 1986, as amended, limits the allowable deduction for compensation paid or accrued with respect to the Chief Executive Officer and each of the four other most highly compensated executive officers of a publicly held corporation to no more than \$1 million per year. Certain compensation is exempt from this deduction limitation, including performance based compensation paid under a plan administered by a committee of outside directors, which has been approved by shareholders.

In light of Section 162(m), it is the policy of the Compensation Committee to modify, where necessary, our executive compensation program to maximize the tax deductibility of compensation paid to our executive officers when and if the \$1 million threshold becomes an issue. At the same time, the Compensation Committee also believes that the overall performance of our executives cannot in all cases be reduced to a fixed formula and that the prudent use of discretion in determining pay levels is in our best interests and those of our shareholders. Under some circumstances, the Compensation Committee’s use of discretion in determining appropriate amounts of compensation may be essential. In those situations where discretion is or can be used by the Compensation Committee, compensation may not be fully deductible.

Section 409A (“Section 409A”) of the Internal Revenue Code of 1986, as amended, among other things, limits flexibility with respect to the time and form of payment of deferred compensation. If a payment or award is subject to Section 409A, but does not meet the requirements that exempt such amounts from taxation under such section, the recipient is subject to: (i) income tax at the time the payment or award is not subject to a substantial risk of forfeiture; (ii) an additional 20% tax at that time; and (iii) an additional tax equal to the amount of interest (at the underpayment rate under the Internal Revenue Code plus one percentage point) on the underpayment that would have occurred had the award been includable in the recipient’s income when first deferred or, if later, when not subject to a substantial risk of forfeiture. We have made modifications to our plans and arrangements such that payments or awards under those arrangements either are intended to not constitute “deferred compensation” for Section 409A purposes (and will thereby be exempt from Section 409A’s requirements) or, if they constitute “deferred compensation,” are intended to comply with the Section 409A statutory provisions and final regulations.

### ***Accounting Considerations***

Accounting considerations play an important role in the design of our executive compensation program. Accounting rules require us to expense the fair value of restricted stock awards and the estimated fair value of our stock option grants which reduces the amount of our reported profits. The Compensation Committee considers the amount of this expense in determining the amount of equity compensation awards.

***Dodd-Frank and Regulating Considerations***

The Compensation Committee undertakes to review, consider and approve compensation decisions in accordance with proposed regulations and guidelines set forth under Dodd-Frank and bank regulators. Dodd-Frank requires the federal bank regulators and the SEC to establish joint regulations or guidelines prohibiting incentive-based payment arrangements at specified regulated entities, including the Company and Heritage Bank of Commerce, having at least \$1 billion in total assets that encourage inappropriate risks by providing an executive officer, employee, director or principal stockholder with excessive compensation, fees, or benefits or that could lead to material financial loss to the entity. The proposed regulations apply to incentive compensation paid to “covered persons” at covered financial institutions, including executive officers. The proposed regulations prohibit a covered financial institution from creating or maintaining an incentive-based compensation arrangement that encourages inappropriate risks by providing a covered person either: (i) with excessive compensation; or (ii) with incentive-based compensation that could lead to material financial loss to the financial institution. A compensation arrangement would be considered able to lead to material financial loss unless: (i) it balances risk and financial reward; (ii) is compatible with effective controls and risk management; and (iii) is supported by strong corporate governance.

The Federal Reserve and Federal Deposit Insurance Corporation have also issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking.

***Compensation Committee Report***

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 401(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

**Compensation Committee of the Board**

Julianne M. Biagini-Komas, Chairman  
Frank G. Bisceglia  
Robert T. Moles  
Ranson W. Webster

***Executive Compensation Tables***

The following table provides for the periods shown, information as to compensation for services of the Company’s principal executive officer, principal financial officer, and the three other executive officers of the Company who had the highest total compensation (as defined in accordance with applicable

regulations) with respect to the year ended 2016 (collectively referred to as the “named executive officers”):

### Summary Compensation Table

Name and Principal Position (a)	Year (b)	Salary (\$) (c)(1)	Bonus (\$) (d)	Stock Awards (\$) (e)(2)	Option Awards (\$) (f)(2)	Non-Equity Incentive Plan Compensation (\$) (g)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) (h)(4)	All Other Compensation (\$) (i)(5)	Total (\$) (j)
<b>Walter T. Kaczmarek</b> . . . . .	2016	\$435,303	—	\$155,100	—	\$163,238	\$ 11,200	\$25,305	\$790,146
President & Chief Executive Officer	2015	\$408,712	—	\$ 74,197	—	\$130,787	—	\$24,263	\$637,959
	2014	\$368,509	—	—	\$58,397	\$149,246	\$250,900	\$22,458	\$849,510
<b>Lawrence D. McGovern</b> . . . . .	2016	\$282,824	—	\$ 84,788	—	\$103,231	\$152,200	\$19,125	\$642,168
Executive Vice President & Chief Financial Officer	2015	\$271,618	—	\$ 93,600	—	\$ 86,918	\$ 71,200	\$18,263	\$541,599
	2014	\$260,753	—	—	\$58,397	\$102,997	\$268,000	\$16,087	\$706,234
<b>Michael E. Benito</b> . . . . .	2016	\$263,352	—	\$ 77,550	—	\$ 96,123	\$101,000	\$20,011	\$558,036
Executive Vice President/ Banking Division	2015	\$253,689	—	\$ 70,200	—	\$ 81,181	\$ 55,900	\$19,147	\$480,117
	2014	\$244,826	—	—	\$48,664	\$ 96,706	\$146,700	\$17,185	\$554,081
<b>David E. Porter</b> . . . . .	2016	\$279,343	—	\$ 82,720	—	\$101,960	—	\$20,796	\$484,819
Executive Vice President & Chief Credit Officer	2015	\$269,545	—	\$ 70,200	—	\$ 86,255	—	\$22,272	\$448,272
	2014	\$260,738	—	—	\$48,664	\$102,992	—	\$21,595	\$433,989
<b>Keith A. Wilton</b> . . . . .	2016	\$319,250	—	\$ 93,060	—	\$116,526	—	\$12,722	\$541,558
Executive Vice President & Chief Operating Officer(6)	2015	\$301,000	—	\$ 93,600	—	\$ 96,320	—	\$12,222	\$503,142
	2014	\$243,025	—	\$542,450	—	\$110,600	—	\$10,307	\$906,382

- (1) The amounts in column (c) include amounts voluntarily deferred by each of the named executive officers into their 401(k) plan accounts. For 2016, Mr. Kaczmarek deferred \$24,000, Mr. McGovern deferred \$24,000, Mr. Benito deferred \$24,000, Mr. Porter deferred \$24,000 and Mr. Wilton deferred \$24,000.
- (2) The amounts shown in columns (e) and (f) reflect the applicable full grant date fair values for stock options and stock awards in accordance with ASC 718 (excluding the effect of forfeitures), and are reported for the fiscal year during which the stock options and stock awards were issued. The assumptions used in calculating the valuation for stock options and stock awards may be found in Note 13 to the Company’s consolidated financial statements for the year ended December 31, 2016, included in the Company’s Annual Report on Form 10-K, filed with the SEC on March 3, 2017.
- (3) The amounts shown in column (g) for 2016 reflect payments made under the terms of the Management Incentive Plan for 2016 performance and paid in the first quarter of 2017.
- (4) The amounts shown in column (h) for 2016 represent only the aggregate change in the actuarial present value of the accumulated benefit under the Company’s Supplemental Executive Retirement Plan from December 31, 2015 to December 31, 2016. The amounts in column (h) were determined using interest rate and mortality rate assumptions consistent with those used in the Company’s consolidated financial statements and include amounts which the named executive officer may not currently be entitled to receive because such amounts are not vested. Assumptions used in the calculation of these amounts are included in Note 14 to the Company’s consolidated financial statements for the year ended December 31, 2016, included in the Company’s Annual Report on Form 10-K, filed with the SEC on March 3, 2017.

(5) The amounts shown in column (i) include the following for each named executive:

Named Executive	Economic Value of Death Benefit of Life Insurance for Beneficiaries <sup>(*)</sup>	401(k) Plan Company Matching Contributions	Other Insurance Benefit	Employee Stock Ownership Plan Company Contributions	Vacation	Auto Compensation	Total
Walter T. Kaczmarek . . . . .	\$7,741	\$2,000	\$3,564	—	—	\$12,000	\$25,305
Lawrence D. McGovern . . . . .	\$1,922	\$2,000	\$3,712	—	\$5,491	\$ 6,000	\$19,125
Michael E. Benito . . . . .	\$2,080	\$2,000	\$2,419	—	\$5,112	\$ 8,400	\$20,011
David E. Porter . . . . .	—	\$2,000	\$7,144	—	\$3,252	\$ 8,400	\$20,796
Keith A. Wilton . . . . .	—	\$2,000	\$2,322	—	—	\$ 8,400	\$12,722

\* The economic value of the death benefit amounts shown above reflects the annual income imputed to each executive in connection with Company owned split-dollar life insurance policies for which the Company has fully paid the applicable premiums. These policies are discussed under “Supplemental Retirement Plan for Executive Officers.”

(6) Mr. Wilson was also promoted to President of Heritage Bank of Commerce effective April 1, 2017.

**Executive Contracts**

*Walter T. Kaczmarek*—On October 17, 2007, the Company entered into an Amended and Restated Employment Agreement with Walter T. Kaczmarek. The employment contract is for three years and is automatically renewed each month for three additional years. Under the agreement, Mr. Kaczmarek receives an annual salary of \$480,000 with annual increases, if any (last increased in April 2017), as determined by the Board of Directors’ annual review of executive salaries. In addition to his salary, he is eligible to participate in the Management Incentive Plan. Mr. Kaczmarek participates in the Company’s 401(k) plan, under which he may receive matching contributions up to \$2,000. He also participates in the Company’s Employee Stock Ownership Plan. The Company provides Mr. Kaczmarek, at no cost to him, group life, health, accident and disability insurance coverage for himself and his dependents. Mr. Kaczmarek is provided with life insurance coverage in the amount of two times his then current salary but no more than \$700,000. He is provided with long-term care insurance, with a lifetime benefit of up to \$432,000. The Company reimburses Mr. Kaczmarek for up to \$1,200 for tax consultation and tax return preparation. He is also reimbursed for expenses that exceed insurance coverage for an annual physical examination, monthly dues for one country club membership and one business club membership. He receives an automobile allowance in the amount of \$1,000 per month, together with reimbursements for gasoline and maintenance expenditures.

Under his employment agreement, Mr. Kaczmarek is entitled to certain severance benefits on termination of his employment, including a change of control. See “Change of Control Arrangements and Termination of Employment.”

*Lawrence D. McGovern*—On July 21, 2011, the Company entered into an Employment Agreement with Lawrence D. McGovern. The employment contract is for one year and is automatically renewed for one year terms. Under the agreement, Mr. McGovern receives an annual salary of \$296,574 with annual increases, if any (last increased in April 2017), as determined by the Company’s Chief Executive Officer and Board of Directors’ Compensation Committee annual review of executive salaries. In addition to his salary, he is eligible to participate in the Management Incentive Plan. Mr. McGovern participates in the Company’s 401(k) plan, under which he may receive matching contributions up to \$2,000. He also participates in the Company’s Employee Stock Ownership Plan. The Company provides to Mr. McGovern, at no cost to him, group life, health, accident and disability insurance coverage for himself and his dependents. Mr. McGovern receives an automobile allowance in the amount of \$500 per month, together with reimbursements for gasoline expenditures. Mr. McGovern is provided with life insurance coverage in

the amount of two times his salary but not to exceed \$700,000. He is also provided with long-term care insurance, with a lifetime benefit of up to \$72,000.

Under his employment agreement, Mr. McGovern is entitled to certain severance benefits on termination of his employment, including a change of control. See “Change of Control Arrangements and Termination of Employment.”

*Michael E. Benito*—On February 1, 2012, the Company entered into an employment agreement with Michael E. Benito when he was promoted to Executive Vice President/Banking Division. The employment contract is for one year and is automatically renewed for one year terms. Under the Agreement, Mr. Benito receives an annual salary of \$273,852 with annual increases, if any (last increased in April 2017), as determined by the Company’s Chief Executive Officer and Board of Directors’ Compensation Committee annual review of executive salaries. In addition to his salary, he is eligible to participate in the Management Incentive Plan. Mr. Benito participates in the Company’s 401(k) plan, under which he may receive matching contributions up to \$2,000. Mr. Benito also participates in the Company’s Employee Stock Ownership Plan. The Company provides to Mr. Benito, at no cost to him, group life, health, accident and disability insurance coverage for himself and his dependents. Mr. Benito receives an automobile allowance in the amount of \$700 per month, together with reimbursements for gasoline expenditures. Mr. Benito is provided with life insurance coverage in the amount of two times his salary not to exceed \$700,000. He is also provided with long-term care insurance, with a lifetime benefit of up to \$72,000.

Under his employment agreement, Mr. Benito is entitled to certain severance benefits on termination of his employment, including a change of control. See “Change of Control Arrangements and Termination of Employment.”

*David E. Porter*—On June 25, 2012, the Company entered into an employment agreement with David E. Porter when he joined the Company as Executive Vice President and Chief Credit Officer. The employment contract is for one year and is automatically renewed for one year terms. Under the agreement, Mr. Porter receives an annual salary of \$290,843 with annual increases, if any (last increased in April 2017), as determined by the Company’s Chief Executive Officer and Board of Directors’ Compensation Committee annual review of executive salaries. In addition to his salary, he is eligible to participate in the Management Incentive Plan. Mr. Porter participates in the Company’s 401(k) plan, under which he could receive matching contributions up to \$2,000. Mr. Porter also participates in the Company’s Employee Stock Ownership Plan. The Company provides to Mr. Porter, at no cost to him, group life, health, accident and disability insurance coverage for himself and his dependents. Mr. Porter also receives an automobile allowance in the amount of \$700 per month. Mr. Porter is provided with life insurance coverage in the amount of two times his salary not to exceed \$700,000. He is also provided with long-term care insurance, with a lifetime benefit of up to \$72,000. Under his employment agreement Mr. Porter received a \$50,000 signing bonus.

Under his employment agreement, Mr. Porter is entitled to certain severance benefits on termination of his employment, including a change of control. See “Change of Control Arrangements and Termination of Employment.”

*Keith A. Wilton*—On February 18, 2014, the Company entered into an Employment Agreement with Keith Wilton, when Mr. Wilton joined the Company as Executive Vice President and Chief Operating Officer. Effective April 1, 2017, Mr. Wilton was also promoted to President of Heritage Bank of Commerce. The employment contract is for one year and is automatically renewed for one year terms. Under the agreement, Mr. Wilton receives an annual salary of \$348,000 (last increased in April 2017) with annual increases, if any, as determined by the Company’s Chief Executive Officer and Board of Directors’ Compensation Committee annual review of executive salaries. In addition to his salary, he is eligible to participate in the Management Incentive Plan. Mr. Wilton participates in the Company’s 401(k) plan, under which he may receive matching contributions up to \$2,000. He also participates in the Company’s

Employee Stock Ownership Plan. The Company provides to Mr. Wilton, at no cost to him, group life, health, accident and disability insurance coverage for himself and his dependents. He also receives an automobile allowance in the amount of \$700 per month. Mr. Wilton is provided with life insurance coverage in the amount of two times his salary not to exceed \$700,000. He is also provided with long-term care insurance, with a lifetime benefit of up to \$72,000.

Under his employment agreement, Mr. Wilton is entitled to certain severance benefits on termination of his employment, including a change of control. See “Change of Control Arrangements and Termination of Employment.”

#### ***Plan Based Awards***

*Equity Based Plans.* In 2004, the Board of Directors adopted the Heritage Commerce Corp 2004 Stock Option Plan (the “2004 Plan”), which was approved by the Company’s shareholders at the 2004 Annual Meeting. The 2004 Plan authorized the Company to grant stock options to officers, employees and directors of the Company and its affiliates. In 2009, the 2004 Plan was amended and restated as the 2004 Equity Plan to authorize the issuance of restricted stock in addition to stock options. The 2004 Equity Plan was approved by the Company’s shareholders at the 2009 Annual Meeting.

In 2013, the Board of Directors approved the 2013 Equity Incentive Plan (“2013 Equity Plan”) to replace the 2004 Equity Plan. The 2013 Equity Plan was approved by the Company’s shareholders at the 2013 Annual Meeting. The purpose of the Equity Plan is to promote the long-term success of the Company and the creation of shareholder value. The Board of Directors believes that the availability of stock awards is a key factor in the ability of the Company to attract and retain qualified individuals to serve as directors, officers and employees. Under the 2013 Equity Plan incentives are provided through the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance shares, and performance units (individually, an “Award”). The 2013 Equity Plan is also intended to permit the Company to grant Awards that qualify as performance based compensation under Section 162(m) of the Internal Revenue Code, 1986, as amended.

*Management Incentive Plan.* The Company maintains a Management Incentive Plan adopted by the Board of Directors in 2005. Executive officers are eligible for target bonuses which are expressed as a percentage of their respective base salaries which increase as the level of performance of established goals increases. The bonuses are tied directly to the satisfaction of overall Company performance for the year. See “Compensation Discussion and Analysis” for information about the Management Incentive Plan.

The following table provides information on the potential performance based awards available if defined performance objectives were achieved in 2016 for each of the Company's named executive officers under the Company's Management Incentive Plan, and stock options or other stock awards granted to the named executive officers for the year ended December 31, 2016:

### Grants of Plan-Based Awards

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity			Estimated Future Payouts Under Equity			All Other Stock Awards: Number of Shares of Stock or Units (#) (i)(2)	All Other Option Awards: Number of Securities Underlying Options (#) (j)	Exercise or Base Price of Option Awards (\$/Sh) (k)	Grant Date Fair Value of Stock and Options Awards (l)(3)
		Incentive Plan Awards(1)			Incentive Plan Awards						
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)				
Walter T. Kaczmarek . . . .	5/3/2016	—	—	—	—	—	—	15,000	—	—	\$155,100
	1/28/2016	\$44,000	\$198,000	\$254,000	—	—	—	—	—	—	—
Lawrence D. McGovern . . .	5/3/2016	—	—	—	—	—	—	8,200	—	—	\$ 84,788
	1/28/2016	\$28,557	\$114,230	\$171,344	—	—	—	—	—	—	—
Michael E. Benito . . . . .	5/3/2016	—	—	—	—	—	—	7,500	—	—	\$ 77,550
	1/28/2016	\$26,585	\$106,341	\$159,511	—	—	—	—	—	—	—
David E. Porter . . . . .	5/3/2016	—	—	—	—	—	—	8,000	—	—	\$ 82,720
	1/28/2016	\$28,184	\$112,737	\$169,106	—	—	—	—	—	—	—
Keith A. Wilton . . . . .	5/3/2016	—	—	—	—	—	—	9,000	—	—	\$ 93,060
	1/28/2016	\$32,300	\$129,200	\$193,800	—	—	—	—	—	—	—

- (1) These potential performance-based awards were established under the Management Incentive Plan if the indicated level of performance was achieved in 2016 as described further in the "Compensation and Discussion Analysis" and in the discussion under "Plan Based Awards—Management Incentive Plan." They do not represent the actual payments made to the named executive officers. The payments made for actual performance in 2016 are reflected in column (g) in the Summary Compensation Table.
- (2) This column reflects restricted stock award granted in 2016 pursuant to the 2013 Equity Incentive Plan.
- (3) The amounts shown in column (l) reflect the applicable full grant date fair values for restricted stock award in accordance with ASC 718 (excluding the effect of forfeitures), and are reported for the fiscal year during which the restricted stock awards were issued. The assumptions used in calculating the valuation for stock and options awards may be found in Note 13 to the Company's consolidated financial statements for the year ended December 31, 2016, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 3, 2017.



**Equity Compensation Plan Information**

The following table shows the number and weighted-average exercise price of securities to be issued upon exercise of outstanding options, warrants and rights, and the number of securities remaining available for future issuance under equity compensation plans at December 31, 2016:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders . . . . .	1,719,091(1)	\$9.79	601,765(2)
Equity compensation plans not approved by security holders . . . .	N/A	N/A	N/A

(1) Consists of 875,450 options to acquire shares under the Company’s 2004 Equity Incentive Plan and 843,641 options to acquired shares under the Company’s 2013 Equity Incentive Plan.

(2) Available under the Company’s 2013 Equity Incentive Plan.

### Outstanding Equity Awards

The following table shows the number of Company shares of common stock covered by exercisable and unexercisable stock options and the number of Company unvested shares of restricted common stock held by the Company's named executive officers as of December 31, 2016:

#### Outstanding Equity Awards at Year End

Name (a)	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Options Exercise Price (\$) (e)	Options Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)(1)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)(2)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) (j)
Walter T. Kaczmarek . . . . .	10,625	4,375(3)	—	\$ 8.07	02/27/2024	20,945	\$302,236	—	—
	25,000	—	—	\$23.89	05/04/2017	—	—	—	—
Lawrence D. McGovern . . . . .	10,625	4,375(3)	—	\$ 8.07	02/27/2024	15,700	\$226,551	—	—
	13,767	1,233(4)	—	\$ 6.57	04/30/2023	—	—	—	—
	15,000	—	—	\$23.89	05/04/2017	—	—	—	—
Michael E. Benito . . . . .	8,853	3,647(3)	—	\$ 8.07	02/27/2024	13,125	\$189,394	—	—
	9,178	822(4)	—	\$ 6.57	04/30/2023	—	—	—	—
	4,500	—	—	\$ 3.57	07/26/2020	—	—	—	—
	4,500	—	—	\$ 7.43	05/04/2019	—	—	—	—
	7,000	—	—	\$16.00	05/22/2018	—	—	—	—
	7,000	—	—	\$23.89	05/04/2017	—	—	—	—
David E. Porter . . . . .	8,853	3,647(3)	—	\$ 8.07	02/27/2024	13,625	\$196,609	—	—
	9,178	822(4)	—	\$ 6.57	04/30/2023	—	—	—	—
Keith A. Wilton . . . . .	—	—	—	—	—	49,000	\$707,070	—	—

- (1) This column represents the unvested shares for restricted stock awards granted. Restricted stock awards vest 25% per year from the date of grant.
- (2) The market value of the shares of restricted stock that have not vested is calculated by multiplying the number of shares of stock that have not vested by the closing price of our common stock at December 31, 2016, as reported on The NASDAQ Global Select Market, which was \$14.43.
- (3) The options vest daily over 4 years beginning February 27, 2014, and have a term of 10 years.
- (4) The options vest daily over 4 years beginning April 30, 2013, and have a term of 10 years.

### Option Exercises and Vested Stock Awards

The following table sets forth information with regard to the exercise and vesting of stock options and vesting of shares of restricted stock for the year ended December 31, 2016, for each of the named executive officers:

#### Option Exercises and Stock Vested

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized upon Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)(1)
Walter T. Kaczmarek . . . . .	—	—	1,982	\$ 20,652
Lawrence D. McGovern . . . . .	—	—	2,500	\$ 26,050
Michael E. Benito . . . . .	—	—	1,875	\$ 19,538
David E. Porter . . . . .	—	—	1,875	\$ 19,538
Keith A. Wilton . . . . .	—	—	18,750	\$215,363

(1) The number of vested shares reflects the gross amount of shares, without netting any shares surrendered to pay taxes. The aggregate dollar amount realized upon vesting was calculated by multiplying the number of shares by the fair market value on the vesting date.

### 401(k) Plan

The Company has established a broad-based employee benefit plan under Section 401(k) of the Internal Revenue Code of 1986 (“401(k) Plan”). The purpose of the 401(k) Plan is to encourage employees to save for retirement. Eligible employees may make contributions to the plan subject to the limitations of Section 401(k). The 401(k) Plan trustees administer the Plan. The Company matched up to \$2,000 of each employee’s contributions in 2016. The 401(k) Plan allows highly compensated employees to contribute up to a maximum percentage of their base salary, up to the limits imposed by the Internal Revenue Code, on a pre-tax basis. Participants choose to invest their account balances from an array of investment options as selected by plan fiduciaries. The 401(k) Plan is designed to provide for distributions in a lump sum after termination of service. However, loans and in-service distributions under certain circumstances such as hardship, attainment of age 59½, or a disability are permitted. For named executive officers, these amounts are included in the Summary Compensation Table under “All Other Compensation.”

### Employee Stock Ownership Plan

In 1997, Heritage Bank of Commerce initiated a broad-based employee stock ownership plan (“Stock Ownership Plan”). The Stock Ownership Plan was subsequently adopted by the Company as the successor corporation to Heritage Bank of Commerce. The Stock Ownership Plan allows the Company, at its option, to purchase shares of the Company common stock on the open market. To be eligible to receive an award of shares under the Stock Ownership Plan, an employee must have worked at least 1,000 hours during the year and must be employed by the Company on December 31. The executive officers have the same eligibility to receive awards as other employees of the Company. Awards under the Stock Ownership Plan generally vest over four years. In addition, the value of a participant’s account becomes fully vested upon reaching the age of 65 or termination of employment by death or disability. The Company has suspended contributions to the Stock Ownership Plan since 2010. The amounts of contributions to the Stock Ownership Plan for named executive officers are included in the Summary Compensation Table in the column entitled “All Other Compensation.”

### *Supplemental Retirement Plan for Executive Officers*

The Company has established the 2005 Amended and Restated Supplemental Executive Retirement Plan (the “SERP” or the “Plan”) covering key employees, including several of the named executive officers. The SERP is a nonqualified defined benefit plan and is unsecured and unfunded and there are no plan assets. When the Company offers key executives participation in the SERP, the supplemental retirement benefit awarded is based on the individual’s position within the Company and a vesting schedule determined by the desirability of incentivizing the retention element of the program. The participant is 100% vested in his or her benefit at normal retirement, upon termination within two years from a change in control, or upon disability. However, the participant’s vested benefit is reduced for payment prior to normal retirement age in accordance with the Plan terms.

The Company has reduced its use of the SERP as a program to attract and retain executives and key employees. It has been more than five years since the Company has offered SERP benefits to executives and key employees and does not intend to offer these benefits in the future.

*Normal Retirement.* A participant whose employment terminates after normal retirement (as defined in the Plan) will receive 100% of his or her supplemental retirement benefit, payable monthly, commencing on the first of the month following retirement (unless selected otherwise by the participant and except executive officers who receive their benefit six months from retirement) and continuing until the death of the participant (unless the joint survivor option is selected).

*Early Retirement.* In order to be eligible for early retirement benefits, the plan requires the participant to terminate employment (for reasons other than for cause or within two years from a change of control) after the date that the participant is at least 55 years old but prior to normal retirement as defined in the participant’s participation agreement. The participant will then receive the portion of the supplemental retirement benefit that has vested as of the actual early retirement date. However, for each year (or partial year) before normal retirement age the participant receives an early retirement benefit, the vested benefit is reduced by five percent. Unless otherwise selected by the participant, the early retirement benefit will be paid monthly, with payments to commence on the first day of the month following the participant’s separation from service (except executive officers who receive their benefit six months from retirement) and continuing until the death of the participant (unless the joint survivor option is selected).

*Termination Before Early Retirement.* If a participant’s employment is terminated without cause or the participant resigns, the participant shall be eligible to receive the portion of the supplemental retirement benefit that has vested as of the effective date of termination reduced by 5% for each year (or partial year) that the participant’s benefits are paid prior to the participant’s normal retirement age. Benefits are payable monthly commencing on the first of the month elected by the participant but not before the participant’s early retirement age (except executive officers who receive their benefit six months from retirement), and continuing until the death of the participant (unless the joint survivor option is selected).

*Disability.* In the event a participant becomes disabled, the participant will receive the actuarial equivalent of his or her supplemental retirement benefit, payable monthly, commencing on the first of the month following determination that the participant is disabled and continuing until the death of the participant.

*Cause.* If a participant’s employment is terminated for cause, the participant forfeits any rights the participant may have under the SERP.

*Change of Control.* If a participant’s employment is terminated for any reason (except cause or after qualifying for normal retirement) within two years following a change of control, the participant will receive 100% of his or her supplemental retirement benefit commencing at the later of the first month following the age selected by the participant or the first month following the participant’s separation from service (except executive officers who receive their benefit six months from separation of service), and continuing until the death of the participant (unless the joint survivor option is selected). In the event payments commence prior to the participant’s normal retirement age, then the benefit due to the

participant will be reduced by 5% for each year (or partial year) that the participant’s benefit is paid prior to the participant’s normal retirement age.

The Company has purchased life insurance contracts on the participants in order to finance the cost of these benefits and it is anticipated that, because of the tax-advantaged effect of this life insurance investment, the return on the life insurance contracts will be approximately equal to the accrued benefits to the participants under the SERP, other than in the event of accelerated vesting because of the change of control.

The following table shows the present value of the accumulated benefit payable to each of the named executive officers that participate in the SERP, including the number of service years credited to each named executive officer at December 31, 2016:

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit(1)(2) (\$) (d)	Payments During Last Fiscal Year (\$) (e)
Walter T. Kaczmarek . . . . .	Heritage Commerce Corp SERP	12	\$3,903,300	—
Lawrence D. McGovern . . . . .	Heritage Commerce Corp SERP	18	\$1,304,800	—
Michael E. Benito(3) . . . . .	Heritage Commerce Corp SERP	13	\$ 578,300	—

(1) The amounts in column (d) were determined using interest rate and mortality rate assumptions consistent with those used in the Company’s consolidated financial statements and include amounts which the named executive officer may not currently be entitled to receive because such amounts are not vested. Assumptions used in the calculation of these amounts are included in Note 14 to the Company’s consolidated financial statements for the fiscal year ended December 31, 2016, included in the Company’s Annual Report on Form 10-K, filed with the SEC on March 3, 2017.

(2) The following vesting percentages apply to the named executive officers who participate in the SERP:

End of the year prior to termination	Walter T. Kaczmarek	Lawrence D. McGovern	Michael E. Benito(3)	
12/31/2016 . . . . .	100%	100%	96%	50%
12/31/2017 . . . . .	100%	100%	100%	60%
12/31/2018 . . . . .	100%	100%	100%	70%
12/31/2019 . . . . .	100%	100%	100%	80%
12/31/2020 . . . . .	100%	100%	100%	90%

(3) Mr. Benito has two separate SERP agreements.

**Management Deferral Plan**

In January 2004, the Company adopted the Heritage Commerce Corp Nonqualified Deferred Compensation Plan for certain executive officers. The purpose of the plan is to offer those employees an opportunity to elect to defer the receipt of compensation in order to provide termination of employment and related benefits taxable pursuant to Section 451 of the Internal Revenue Code of 1986, as amended. The plan is intended to be a “top-hat” plan (i.e., an unfunded deferred compensation plan maintained for a select group of management or highly-compensated employees) under Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974. The executive may elect to defer up to 100% of any bonus and 50% of any regular salary into the Management Deferral Plan. Amounts deferred are invested in a portfolio of approved investment choices as directed by the executive. Under the Management Deferral Plan, the Company may make discretionary contributions for the executive, but has not done so. Amounts deferred by executives to the plan will be distributed at a future date they have selected or upon termination of employment. The executive can select a distribution schedule of up to fifteen years. Mr. Benito and Mr. Porter elected to participate in the plan during 2016.

### ***Change of Control Arrangements and Termination of Employment***

*Equity Plans.* Each of the named executive officers holds options granted under the 2004 Equity Plan and the 2013 Equity Plan. Under these plans, option holders will be given 30 days advance notice of the consummation of a change of control transaction during which time the option holders will have the right to exercise their options, and all outstanding options become immediately vested. The options terminate on the consummation of the change of control. In the event the option holder dies or becomes disabled, the option holder or his or her estate will have 12 months to exercise those options that have vested as of the date of termination of employment from a disability or death.

*Restricted Stock.* Several of the named executive officers hold shares of restricted stock subject to vesting requirement. Under the terms of the restricted stock awards the vesting of the shares will be accelerated upon a change of control of the Company, or the holder's death or disability.

*Supplemental Executive Retirement Plan.* Several of the named executives are participants in the 2005 Amended and Restated Supplemental Executive Plan. If a participant's employment is terminated without cause or the participant resigns, the participant shall be eligible to receive the portion of the supplemental retirement benefit that has vested as of the effective date of termination reduced by 5% for each year (or partial year) that the participant's benefits are paid prior to the participant's normal retirement age. Benefits are payable monthly commencing on the first of the month elected by the participant (except executive officers who receive their benefits six months from separation from service), but not before the participant's early retirement age, and continuing until the death of the participant (unless the joint survivor option is selected). In the event a participant becomes disabled, the participant will receive the actuarial equivalent of his or her supplemental retirement benefit, payable monthly, commencing on the first of the month following determination that the participant is disabled and continuing until the death of the participant. If a participant's employment is terminated for cause, the participant forfeits any rights the participant may have under the plan. If a participant's employment is terminated for any reason (except cause or after qualifying for normal retirement) within two years following a change of control, the participant will receive 100% of his or her supplemental retirement benefits commencing at the later of the first month following the age selected by the participant, or the first month following the participant's separation from service (except executive officers who receive their benefits six months from separation from service), and continuing until the death of the participant (unless the joint survivor option is selected). In the event payments commence prior to the participant's normal retirement age, then the benefit due to the participant will be reduced by 5% for each year (or partial year) that the participant's benefit is paid prior to the participant's normal retirement age.

*Mr. Kaczmarek's Employment Agreement.* If Mr. Kaczmarek's employment is terminated without cause or he resigns for good reason, he will be entitled to a lump sum payment equal to two times his base salary and his highest annual bonus in the last three years. If Mr. Kaczmarek's employment is terminated or he resigns for good reason 120 days before, or within two years after, a change of control, he will be paid a lump sum of 2.75 times his base salary and highest annual bonus in the last three years. If his employment is terminated by the Company without cause, or he resigns for good reason, or as a result of a change of control the Company terminates his employment or he resigns for good reason, his participation in group insurance coverages will continue on at least the same level as at the time of termination for a period of 36 months from the date of termination. In the event that the amounts payable to Mr. Kaczmarek under the agreement constitute "excess parachute payments" under the Internal Revenue Code of 1986, as amended, that are subject to an excise or similar tax, the amounts payable to Mr. Kaczmarek will be increased so that he receives substantially the same economic benefit under the agreement had there been no such tax imposed. Additionally, following the termination of his employment, Mr. Kaczmarek has agreed to refrain from certain activities that would be competitive with the Company within the counties in California in which the Company has located its headquarters or

branch offices, including refraining for 12 months from the date of termination from soliciting Company employees and customers.

*Mr. McGovern's Employment Agreement.* If Mr. McGovern's employment is terminated without cause, he will be entitled to a lump sum payment equal to one times his base salary, his highest annual bonus in the last three years and his annual automobile allowance. If Mr. McGovern's employment is terminated by the Company or he resigns for good reason 120 days before, or within two years after, a change in control, he will be entitled to a lump sum payment of two times his base salary, his highest annual bonus in the last three years and his annual automobile allowance. If the employment agreement is terminated by the Company without cause, his participation in group insurance coverage will continue on at least the same level as at the time of termination for a period of 12 months from the date of termination. If Mr. McGovern's employment is terminated as a result of a change in control during the change of control period, or he resigns for a good reason as a result of a change in control, these benefits will continue for an additional 24 months from the date of termination. In the event that the amounts payable to Mr. McGovern under the agreement constitute "excess parachute payments" under the Internal Revenue Code of 1986, as amended, that are subject to an excise or similar tax, the amounts payable to Mr. McGovern will be increased so that he receives substantially the same economic benefit under the agreement had there been no such tax imposed. Additionally, following the termination of his employment, Mr. McGovern has agreed to refrain from certain activities that would be competitive with the Company within the counties in California in which the Company has located its headquarters or branch offices, including refraining for 12 months from the date of termination from soliciting Company employees or customers.

*Mr. Benito's Employment Agreement.* If Mr. Benito's employment agreement is terminated without cause, he will be entitled to a lump sum payment equal to one times his base salary and his average annual bonus during the last three years. If Mr. Benito's employment is terminated by the Company or he resigns for good reason 120 days before or within two years after a change in control, he will be entitled to a lump sum payment of two times his base salary and his average annual bonus during the last three years. If Mr. Benito's employment is terminated by the Company without cause, his participation in group insurance coverage will continue on at least the same level as at the time of termination for a period of 12 months from the date of termination. If Mr. Benito's employment is terminated by the Company as a result of a change in control, or he resigns for a good reason as a result of a change in control, these benefits will continue for an additional 24 months from the date of termination. In the event that the amounts payable to Mr. Benito under the agreement constituted "excess parachute payments" under the Internal Revenue Code of 1986, as amended, that are subject to an excise or similar tax, the amounts payable to Mr. Benito will be increased so that he receives substantially the same economic benefit under the agreement had there been no such tax imposed. Additionally, following the termination of his employment, Mr. Benito has agreed to refrain from certain activities that would be competitive with the Company within the counties in California in which the Company has located its headquarters or branch offices, including refraining for 12 months from the date of termination from soliciting Company employees or customers.

*Mr. Porter's Employment Agreement.* If Mr. Porter's employment agreement is terminated without cause, he will be entitled to a lump sum payment equal to one times his base salary and his average annual bonus during the last three years. If Mr. Porter's employment is terminated by the Company or he resigns for good reason 120 days before or within two years after a change in control, he will be entitled to a lump sum payment of two times his base salary and his average annual bonus during the last three years. If Mr. Porter's employment is terminated by the Company without cause, his participation in group insurance coverage will continue on at least the same level as at the time of termination for a period of 12 months from the date of termination. If Mr. Porter's employment is terminated by the Company as a result of a change in control, or he resigns for a good reason as a result of a change in control, these benefits will continue for an additional 24 months from the date of termination. Additionally, following the termination

of his employment, Mr. Porter has agreed to refrain from certain activities that would be competitive with the Company within the counties in California in which the Company has located its headquarters or branch offices, including refraining for 12 months from the date of termination from soliciting Company employees or customers.

*Mr. Wilton's Employment Agreement.* If Mr. Wilton's employment is terminated without cause, he will be entitled to a lump sum payment equal to one times his base salary and his average annual bonus in the last three years. If Mr. Wilton's employment is terminated by the Company or he resigns for good reason 120 days before or within two years after a change in control, he will be entitled to a lump sum payment of two times his base salary and his average annual bonus in the last three years. If his employment is terminated by the Company without cause, his participation in group insurance coverage will continue on at least the same level as at the time of termination for a period of 12 months from the date of termination. If Mr. Wilton's employment is terminated by the Company as a result of a change in control, or he resigns for a good reason as a result of a change in control, these benefits will continue for an additional 24 months from the date of termination. Additionally, following the termination of his employment, Mr. Wilton has agreed to refrain from certain activities that would be competitive with the Company within the counties in California in which the Company has located its headquarters or branch offices, including refraining for 12 months from the date of termination from soliciting Company employees or customers.

The following tables summarize the payments which would be payable to our named executive officers in the event of various termination scenarios as of December 31, 2016. This information is for illustrative purposes only. Regardless of the manner in which a named executive's employment terminates, the officer would be entitled to: (i) the vested portion of any stock option or restricted stock; and (ii) the vested portion of the officer's benefit under the Supplemental Executive Retirement Plan.

	<u>Change in Control</u>	<u>Involuntary Termination Without Cause</u>	<u>Termination for Good Reason</u>	<u>Death</u>	<u>Disability</u>
<b>Walter T. Kaczmarek</b>					
Cash severance under employment agreement . . . . .	\$1,620,427	\$1,178,492	\$1,178,492	\$ —	\$ —
Health and life insurance premiums . . . . .	101,775	101,775	101,775	—	—
Health and life insurance benefits . . . . .	—	—	—	700,000	180,000(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Split-dollar death benefits (upon death) . .	—	—	—	3,034,827	—
Unvested stock options (accelerated) . . . .	27,825	—	—	—	—
Unvested restricted stock awards (accelerated) . . . . .	302,236	302,236	302,236	302,236	302,236
Outplacement services (layoff) . . . . .	5,000	—	—	—	—
IRC 280(G) excise tax gross-up . . . . .	1,040,914	—	—	—	—
<b>Total</b> . . . . .	<u>\$3,098,176</u>	<u>\$1,582,503</u>	<u>\$1,582,503</u>	<u>\$4,037,063</u>	<u>\$554,236</u>
<b>Lawrence D. McGovern</b>					
Cash severance under employment agreement . . . . .	\$ 789,142	\$ 394,571	\$ —	\$ —	\$ —
Health and life insurance premiums . . . . .	96,836	48,418	—	—	—
Health and life insurance benefits . . . . .	—	—	—	571,148	180,000(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Split-dollar death benefits (upon death) . .	—	—	—	913,881	—
Unvested stock options (accelerated) . . . .	37,516	—	—	—	—
Unvested restricted stock awards (accelerated) . . . . .	226,551	—	—	226,551	226,551
IRC 280(G) excise tax gross-up . . . . .	486,375	—	—	—	—
<b>Total</b> . . . . .	<u>\$1,636,421</u>	<u>442,989</u>	<u>\$ —</u>	<u>\$1,711,580</u>	<u>\$478,551</u>



	Change in Control	Involuntary Termination Without Cause	Termination for Good Reason	Death	Disability
<b>Michael E. Benito</b>					
Cash severance under employment agreement . . . . .	\$ 702,356	\$ 351,178	\$ —	\$ —	\$ —
Health and life insurance premiums . . . . .	37,631	18,815	—	—	—
Health and life insurance benefits . . . . .	—	—	—	531,148	177,217(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Supplemental executive retirement plan(1)(2) . . . . .	95,566	56,514	—	—	57,710
Split-dollar death benefits (upon death) . .	—	—	—	1,274,663	—
Unvested stock options (accelerated) . . . .	29,656	—	—	—	—
Unvested restricted stock awards (accelerated) . . . . .	189,394	—	—	189,394	189,394
IRC 280(G) excise tax gross-up . . . . .	482,466	—	—	—	—
<b>Total</b> . . . . .	<u>\$1,537,068</u>	<u>\$ 426,507</u>	<u>\$ —</u>	<u>\$1,995,760</u>	<u>\$496,321</u>
<b>David E. Porter</b>					
Cash severance under employment agreement . . . . .	\$ 742,292	\$ 371,146	\$ —	\$ —	\$ —
Health and life insurance premiums . . . . .	96,792	48,396	—	—	—
Health and life insurance benefits . . . . .	—	—	—	563,686	180,000(4)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Unvested stock options (accelerated) . . . .	29,656	—	—	—	—
Unvested restricted stock awards (accelerated) . . . . .	196,609	—	—	196,609	196,609
<b>Total</b> . . . . .	<u>\$1,065,349</u>	<u>\$ 419,542</u>	<u>\$ —</u>	<u>\$ 760,295</u>	<u>\$448,609</u>
<b>Keith A. Wilton</b>					
Cash severance under employment agreement . . . . .	\$ 852,920	\$ 426,460	\$ —	\$ —	\$ —
Health and life insurance premiums . . . . .	6,811	3,405	—	—	—
Health and life insurance benefits . . . . .	—	—	—	646,000	180,000(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Unvested restricted stock awards (accelerated) . . . . .	707,070	—	—	707,070	707,070
<b>Total</b> . . . . .	<u>\$1,566,801</u>	<u>\$ 429,865</u>	<u>\$ —</u>	<u>\$1,353,070</u>	<u>\$959,070</u>

(1) Assumes executive selected age 62 for commencement of the payment of this benefit.

(2) The amount reflected in the table is the incremental increase in the benefit payable to the named executive officer in addition to the benefit payable under the terms of the Supplemental Executive Retirement Plan. See “Supplemental Retirement Plan for Executive Officers” and the tables included therein for information about the value of the accumulated benefit payable to each named executive officer.

(3) This balance represents the annual payment of long-term disability for the named executive officers. This long-term payment would begin after an elimination period and a twenty-five week short term disability period. This long-term disability payment will increase by 3% (cost of living adjustment) over the first ten years of payments and cease at age 65.

(4) The payment represents one year of benefits. The second year would increase 3% (cost of living adjustment). Only 18 months of payments are granted since the executive is currently 67 years old.

## Director Compensation

This section provides information regarding the compensation policies for non-employee directors and amounts paid to these directors in 2016. Mr. Kaczmarek does not receive any separate compensation for his service as a director.

The Company has a policy of compensating non-employee directors for their service on the Board and Board committees of the Company. On an annual basis, the Compensation Committee reviews director compensation, including the individual fees and retainers, the components of compensation, as well as the total amount of director compensation appropriate for the Company.

In 2016, each director received an annual retainer fee of \$50,000. The chairman of each standing committee of the Board received an additional \$4,000 per year, and the Chairman of the Board receives an additional \$15,000 per year. Board Members are not paid separate fees for attending Board or committee meetings.

In 2016, at the recommendation of the Company's compensation consultant, the Compensation Committee adopted a policy to grant directors restricted stock on an annual basis in lieu of stock options. Under this policy directors are entitled to awards of restricted stock with an economic value on the date of grant not to exceed the following:

Board Chairman . . . . .	\$25,000
Board members (non-chairman) . . . . .	\$20,000

In 2016, each of the directors received restricted stock in accordance with the above schedule.

The following table summarizes the compensation of non-employee directors for the year ended December 31, 2016:

**Director Compensation Table**

Name (a)	Fees Earned or Paid in Cash (\$) (b)	Stock Awards (\$) (c)	Options Awards (\$) (d)(1)	Non-Equity Incentive Plan Compensation (\$) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) (f)(2)	All Other Compensation (\$) (g)(3)	Total (\$) (h)
Julianne M. Biagini-Komas . . .	\$50,000	\$19,998	—	—	—	—	\$69,998
Frank G. Bisceglia . . . . .	\$54,000	\$19,998	—	—	\$10,500	\$ 602	\$85,100
Jack W. Conner . . . . .	\$69,000	\$25,002	—	—	\$ 4,800	\$1,136	\$99,938
J. Philip DiNapoli . . . . .	\$50,000	\$19,998	—	—	—	—	\$69,998
John M. Eggemeyer(4) . . . . .	\$50,000	\$19,998	—	—	—	—	\$69,998
Steven L. Hallgrimson . . . . .	\$52,667	\$19,998	—	—	—	—	\$72,665
Robert T. Moles . . . . .	\$54,000	\$19,998	—	—	\$14,300	—	\$88,298
Laura Roden . . . . .	\$52,333	\$19,998	—	—	—	—	\$72,331
Ranson W. Webster . . . . .	\$54,000	\$19,998	—	—	\$10,400	\$ 617	\$85,015
W. Kirk Wycoff(5) . . . . .	\$50,000	\$19,998	—	—	—	—	\$69,998

(1) The amounts shown in column (c) reflect the applicable full grant date value for stock awards in accordance with ASC 718 (excluding the effect of forfeitures). See Note 13 to the Company's consolidated financial statements for the year ended December 31, 2016, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 3, 2017.

- (2) The amounts shown in column (f) represent only the aggregate change in the actuarial present value of the accumulated benefit measured from December 31, 2015 to December 31, 2016, under the respective director compensation benefits agreements. The amounts in column (f) were determined using interest rate and mortality rate assumptions, consistent with those used in the Company’s consolidated financial statements, and include amounts which the named director may not currently be entitled to receive because such amounts are not vested. Assumptions used in the calculation of these amounts are included in Note 4 to the Company’s consolidated financial statements for the year ended December 31, 2016, included in the Company’s Annual Report on Form 10-K filed with the SEC on March 3, 2017.
- (3) The amounts shown reflect the annual income imputed to each director in connection with Company owned split-dollar life insurance policies for which the Company has fully paid the applicable premiums.
- (4) Mr. Eggemeyer resigned from the Board of Directors effective December 15, 2016.
- (5) Mr. Wycoff resigned from the Board of Directors effective February 15, 2017.

***Director Outstanding Stock Options***

Each of the non-employee directors owned the following stock options and stock awards as of December 31, 2016:

<u>Director</u>	<u>Stock Options</u>	<u>Stock Awards</u>
Julianne M. Biagini-Komas . . . . .	—	1,934
Frank G. Bisceglia . . . . .	29,500	3,260
Jack W. Conner . . . . .	28,484	4,305
J. Philip DiNapoli . . . . .	—	1,934
John M. Eggemeyer(1) . . . . .	14,427	3,260
Steven L. Hallgrimson . . . . .	6,345	3,260
Robert T. Moles . . . . .	29,000	3,260
Laura Roden . . . . .	12,000	3,260
Ranson W. Webster . . . . .	29,500	3,260
W. Kirk Wycoff(2) . . . . .	16,000	3,260

- (1) Mr. Eggemeyer resigned from the Board of Directors effective December 15, 2016.
- (2) Mr. Wycoff resigned from the Board of Directors effective February 15, 2017.

***Director Compensation Benefits Agreement***

Prior to 2007, the Company entered into individual director compensation benefits agreements with each of its then directors. These agreements were amended and restated in December, 2008 (“Benefit Agreements”). The Benefit Agreements provide an annual benefit equal to a designated applicable percentage of \$1,000 times each year served as a director, subject to a 2% increase each year from the date of the commencement of payments. The applicable percentage increases over time and equals 100% after nine years of service. In the event of a disability, or a resignation or termination pursuant to a change of control, the director’s applicable percentage will be accelerated to 100%. Payments of benefits will be made in equal monthly payments on the first day of each month, commencing on the later of the director’s attaining the age of 62 or the month following the month in which the director separates from service on the Board and continuing until the director’s death. If a director is removed from the Board for cause he or she will forfeit any benefits under the Benefit Agreement.

Company-owned split-dollar life insurance policies support the Company's obligations under the Benefit Agreements. The premiums on the policies are paid by the Company. The cash value accrued on the policies supports the payment of the supplemental benefits for each participant. In the case of death of the participant, the participant's designated beneficiaries will receive 80% of the net-at-risk insurance (which means the amount of the death benefit in excess of the cash value of the policy).

The following table shows the present value of the accumulated benefit payable to each director who has a director compensation benefit agreement, including the number of service years credited to each director under the Benefit Agreements:

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit(1)(2) (\$) (d)	Payments During Last Fiscal Year (\$) (e)
Frank G. Bisceglia . . . . .	Heritage Commerce Corp SERP	23	\$302,800	—
Jack W. Conner . . . . .	Heritage Commerce Corp SERP	13	\$120,300	—
Robert T. Moles . . . . .	Heritage Commerce Corp SERP	13	\$220,000	—
Ranson W. Webster . . . . .	Heritage Commerce Corp SERP	13	\$165,500	—

- (1) The amounts in column (d) were determined using interest rate and mortality rate assumptions consistent with those used in the Company's consolidated financial statements and include amounts which the director may not currently be entitled to receive because such amounts are not vested. Assumptions used in the calculation of these amounts are included in Note 14 to the Company's consolidated financial statements for the year ended December 31, 2016, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 3, 2017.
- (2) Each participant is fully vested.

## PROPOSAL 1—ELECTION OF DIRECTORS

The Bylaws of the Company provide that the number of directors shall not be less than 9 nor more than 15. By resolution, the Board of Directors has fixed the number of directors at 9 effective on the date of and prior to the Annual Meeting. All of our directors serve one year terms that expire at the next following annual meeting. The Bylaws of the Company provide the procedure for nominations and election of the Board of Directors. For information on these procedures see “Corporate Governance and Board Matters—Nomination of Directors.” Nominations not made in accordance with the procedures may be disregarded by the Chairman of the Annual Meeting and upon his instructions, the inspector of election will disregard all votes cast for such nominees.

The Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee, has recommended the nomination of 9 of the current members of the Board of Directors for one year terms that will expire at the Annual Meeting to be held in 2018. If any nominee should become unable or unwilling to serve as a director, the proxies will be voted at the Annual Meeting for substitute nominees designated by the Board. The Board presently has no knowledge that any of the nominees will be unable or unwilling to serve.

The following provides information with respect to each person nominated and recommended to be elected to the Board of Directors:

*JULIANNE M. BIAGINI-KOMAS*, age 54, was formerly a member on the Focus Business Bank board of directors and joined the Board of Directors of the Company in August 2015. Ms. Biagini-Komas is currently the Vice President, Finance and Human Resources of CNEX Labs, Inc., San Jose, California. She was the Chief Financial Officer of Quantumscape Corporation, San Jose, California, from 2011 to 2014. Previously, she was the Chief Financial Officer of Endwave Corporation, a NASDAQ-listed company, from 1994 to 2007. Ms. Biagini-Komas is the Treasurer of Downtown College Prep, a non-profit organization. Ms. Biagini-Komas has a Bachelor of Science degree in Accounting from San Jose State University and a Masters in Business Administration degree from Santa Clara University. Ms. Biagini-Komas is a Certified Public Accountant. With over 20 years of human resource administration experience, Ms. Biagini-Komas is particularly suited to serve as Chairman of the Compensation Committee. With her experience as a chief financial officer and her accounting background, Ms. Biagini-Komas provides valuable insight and perspective regarding accounting and tax issues and is particularly suited to serve as a member of the Board’s Audit Committee and the Loan Committee.

*FRANK G. BISCEGLIA*, age 71, became a director of the Company in 1994. Mr. Bisceglia is a Senior Vice President—Investments, Advisory and Brokerage Services, Senior Portfolio Manager, Portfolio Management Program at UBS Financial Services, Inc., a full-service securities firm. Mr. Bisceglia has a Bachelor of Science degree in Industrial Management from San Jose State University. Mr. Bisceglia contributes to the Board a substantial understanding of finance and investments from over 31 years of experience as a financial advisor to corporate and high-wealth individuals. As a long-term member of the Board and Chairman of the Loan Committee, he has a broad based understanding of the Company’s business and he has developed a general knowledge of the Company’s credit administration and loan underwriting process.

*JACK W. CONNER*, age 77, became a director of the Company in 2004. Mr. Conner was elected Chairman of the Board in July, 2006. Mr. Conner was Chairman and Chief Executive Officer of Comerica California from 1991 until his retirement in 1998, and remained a director until 2002. He was President and a director of Plaza Bank of Commerce from 1979 to 1991. Prior to joining Plaza Bank of Commerce, he held various positions with Union Bank of California where he began his banking career in 1964. Mr. Conner has a Bachelor of Arts degree from San Jose State University. Mr. Conner contributes to the Board over 20 years of executive leadership and substantial experience in the community banking industry. Having served as a Chief Executive Officer and President at several successful community banks in the Company’s primary market, he brings a wide-ranging understanding of bank management, finance,

operations and strategic planning. His demonstrated leadership ability, judgment and executive experience led the Board to elect him as Chairman of the Board.

*J. PHILIP DINAPOLI*, age 77, was a member of the Focus Business Bank board of directors from 2006 until 2015, and joined the Board of Directors of the Company in August 2015. Mr. DiNapoli is a director of J. P. DiNapoli Companies, Inc., a real estate investment, development and property management organization based in San Jose, California. Mr. DiNapoli has been a director of SJW Corp, a utility company listed on the NYSE, from 1989 until 2012, and served on the board of Comerica Incorporated, a NYSE listed bank holding company, from 1993 until 2006. He was also a founder of Plaza Commerce Corp and, from 1979 to 1993, served on the board of directors of Plaza Bank of Commerce. Mr. DiNapoli has a Bachelor of Arts degree from Stanford University and a Bachelor of Law degree from University of Santa Clara Law School. He is a member of the California State Bar Association. The Board benefits from Mr. DiNapoli's deep understanding of banking from his prior banking background and his knowledge of the local economy and his involvement in the local community. He is active in philanthropic activities in Santa Clara county.

*STEVEN L. HALLGRIMSON*, age 75, had been practicing law in the San Jose, California area since 1969 in the areas of real estate, taxation and general business planning and is a certified public accountant. He is currently of counsel with the law firm of Berliner Cohen located in San Jose, California. Mr. Hallgrimson has founded and served as a board member for several private business entities engaged in automobile lending, commercial real estate brokerage and telecommunications. He has been an instructor at San Jose State University Business School and University of California, Santa Cruz teaching a variety of business, real estate and tax courses. Mr. Hallgrimson is a member of the California State Bar and California Society of Certified Public Accountants. He serves as a trustee and President of the Santa Clara County Law Library and is a director of Loaves & Fishes and the San Jose Sports Hall of Fame. Mr. Hallgrimson has a Bachelor of Arts degree from Claremont McKenna College and a Juris Doctor degree from the University of California at Berkeley, Boalt Hall School of Law. Mr. Hallgrimson brings legal, accounting and tax knowledge and experience to the Board and provides a valuable perspective to the Board as a result of his involvement and extensive relationships in the community in which the Company serves. His background is particularly suited to serve as Chairman of the Audit Committee and as the committee's "financial expert."

*WALTER T. KACZMAREK*, age 65, is President, Chief Executive Officer and a director of the Company and Chief Executive Officer and a director of Heritage Bank of Commerce. Prior to joining the Company in 2005, Mr. Kaczmarek was Executive Vice President of Comerica Bank and of Plaza Bank of Commerce from 1990. Prior to joining Plaza Bank of Commerce he served in various positions with Union Bank of California and also The Martin Group, a real estate investment development company. Mr. Kaczmarek has a Bachelor of Science in Commerce degree from Santa Clara University, and a Masters in Business Administration degree from San Jose State University. Mr. Kaczmarek contributes to the Board his breadth of knowledge of the Company's business, industry and strategy. He brings to the Board a full understanding of the Company's banking business, markets, community and culture. He provides the Board with an overall perspective of all facets of the Company's business, financial condition and its strategic direction. Mr. Kaczmarek's leadership, communication, and decision-making skills are of particular value to the Board.

*ROBERT T. MOLES*, age 62, became a director of the Company in 2004. Mr. Moles has been the Chairman of the Board of Interio Real Estate Services, Inc., a full-service real estate firm since 2002. Prior to joining Interio, he served as President and Chief Executive Officer of the Real Estate Franchise Group of Cendant Corporation, the largest franchiser of residential and commercial real estate brokerage offices in the world. Prior to joining Cendant, he served as President and Chief Executive Officer of Contempo Realty, Inc. in Santa Clara, California. Mr. Moles contributes to the Board a substantial expertise in the real estate industry in the Company's primary market. With over 33 years of experience in executive and managerial positions, he brings to the Board his skills in dealing with business and financial planning and

personnel management. With his background, Mr. Moles is particularly suited to serve as a member of the Compensation Committee.

*LAURA RODEN*, age 58, is the founder and managing director of Capital Formation Consultants LLC, an advisor to alternative asset funds including venture capital, private equity, hedge and debt funds. Prior to founding Capital Formation Consultants LLC, Ms. Roden was the managing director for The Angels' Forum (Palo Alto, CA), an early stage angel and venture capital investing group for high net worth individuals. For most of Ms. Roden's prior career she was engaged as chief financial officer at both established and emerging corporations, including most notably Chronicle Broadcasting Company (San Francisco, CA) and PowerTV, Inc (acquired by Cisco Corporation, San Jose, CA). Ms. Roden has expertise in general management, finance, fundraising and marketing. Ms. Roden has taught courses on finance at San Jose State University, and is a frequent speaker for angel investment and venture capital groups and associations. Ms. Roden has a Bachelor of Arts degree from Harvard College and Masters in Business Administration degree from Harvard Business School. Ms. Roden has extensive management experience in a full range of business operations, strategic planning, marketing strategies and capital formation for entrepreneurial companies in the technology industry. In addition, with her prior experience as a chief financial officer, she is particularly suited to chair the Board's Strategic Initiatives Committee, serve as a member of the Audit Committee and the Finance and Investment Committee.

*RANSON W. WEBSTER*, age 72, became a director of the Company in 2004. Mr. Webster founded Computing Resources, Inc. ("CRI") in 1978, a privately-held general purpose data processing service bureau specializing in payroll processing for small business nationwide. He served as CRI's Chief Executive Officer and Chief Financial Officer. In 1999, CRI merged with Intuit, Inc., the maker of QuickBooks and Quicken financial software. In 1998, Mr. Webster founded Evergreen Capital, LLC, an early stage investment company focused on Internet and biotech companies. In 2012, Mr. Webster became the Chief Executive Officer for Chargerback, Inc. a cloud based startup company dedicated to automating the lost and found process at hotels, airlines, rental car companies and other public spaces. Mr. Webster contributes to the Board substantial business acumen, executive strategic planning and financial experience developed through years of proven entrepreneurial success. Mr. Webster has a unique perspective of the Company from his long-standing service on the Board. He has a general understanding of corporate governance principles as Chairman of the Board's Nominating and Corporate Governance Committee.

### **Recommendation of the Board of Directors**

**The Board of Directors recommends the election of each nominee. The proxy holders intend to vote all proxies they hold in favor of the election of each of the nominees. If no instruction is given, the proxy holders intend to vote FOR each nominee listed.**

## **PROPOSAL 2—APPROVAL OF AMENDMENT TO HERITAGE COMMERCE CORP 2013 EQUITY INCENTIVE PLAN**

In 2013 the Board of Directors approved the 2013 Equity Incentive Plan (“2013 Equity Plan”) to replace the 2004 Equity Plan. The 2013 Equity Plan was approved by the Company’s shareholders at the 2013 Annual Meeting. When approved, the 2013 Equity Plan authorized the issuance of 1,750,000 shares of common stock for future issuance of stock awards granted under the 2013 Equity Plan. As of April 3, 2017, under the 2013 Equity Plan 129,202 shares had been issued pursuant to stock awards granted and the exercise of option, stock options to purchase 1,013,862 shares were outstanding, and 606,936 shares were available for further grant under the 2013 Equity Plan.

The Board upon recommendation of the Compensation Committee is proposing an amendment to increase the number of shares available for issuance under the 2013 Equity Plan from 1,750,000 to 3,000,000.

The purpose of the 2013 Equity Plan is to promote the long-term success of the Company and the creation of shareholder value. The Board of Directors believes that the availability of stock awards is a key factor in the ability of the Company to attract and retain qualified individuals to serve as directors, officers and employees. The Board believes that it would be in the best interest of the Company to replenish the number of shares available for issuance under the 2013 Equity Plan. The additional shares made available for issuance will increase the number available to 3,000,000 shares. As of April 3, 2017, this represents approximately 7.9% of our issued and outstanding shares. A copy of the 2013 Equity Plan and the proposed amendment is attached as Exhibit A to this proxy statement. The following discussion is qualified in its entirety by reference to the text of the 2013 Equity Plan.

### **Description of the 2013 Equity Incentive Plan**

Under the 2013 Equity Plan incentives are provided through the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance shares, and performance units (individually, an “Award”). The 2013 Equity Plan is also intended to permit the Company to grant Awards that qualify as performance based compensation under Section 162(m) of the Internal Revenue Code, 1986, as amended.

#### *Shares Subject to 2013 Equity Plan*

The 2013 Equity Plan, as amended, will set aside an additional 1,250,000 authorized, but unissued, shares of common stock for issuance.

Appropriate adjustments will be made in the number of authorized shares and in outstanding Awards to prevent dilution or enlargement of participants’ rights in the event of a merger, consolidation, reorganization, reincorporation, recapitalization, reclassification, stock dividend, stock split, reverse stock split, split-up, split-off, spin-off, combination of shares, exchange of shares or other change in our capital structure that is effected without receipt of consideration by the Company. Shares subject to Awards which expire or are cancelled or forfeited will again become available for issuance under the 2013 Equity Plan. The shares available will not be reduced by Awards settled in cash or by shares withheld to satisfy tax withholding obligations. Only the net number of shares issued upon the exercise of stock appreciation rights or options exercised by tender of previously owned shares will be deducted from the shares available under the 2013 Equity Plan.

*Administration.* The administrator of our 2013 Equity Plan will be the Compensation Committee. Subject to the provisions of the 2013 Equity Plan, the Compensation Committee determines in its discretion the persons to whom and the times at which Awards are granted, the types and sizes of such Awards, and all of their terms and conditions. All Awards must be evidenced by a written agreement between us and the participant. The Compensation Committee may amend, cancel or renew any Award,



waive any restrictions or conditions applicable to any Award, and accelerate, continue, extend or defer the vesting of any Award. The Committee will not have the authority to reprice, adjust or amend the exercise price of options or the grant price of stock appreciation rights previously awarded to any participant, whether through amendment, cancellation and replacement grant, or any other means. The Compensation Committee has the authority to construe and interpret the terms of the 2013 Equity Plan and Awards granted under it.

*Eligibility.* Awards may be granted under the 2013 Equity Plan to our employees, officers, directors, or consultants or those of any present or future parent or subsidiary corporation or other affiliated entity. While we grant incentive stock options only to employees, we may grant nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance shares and performance units to any eligible participant. The actual number of individuals who will receive an Award under the 2013 Equity Plan cannot be determined in advance because the Compensation Committee has the discretion to select the participants. The maximum number of shares of stock with respect to an Award or Awards that may be granted to any participant may not exceed 5% of the total outstanding shares of common stock issued and outstanding.

*Stock Options.* The Compensation Committee may grant nonstatutory stock options, “incentive stock options,” within the meaning of Section 422 of the Code, or any combination of these. The number of shares of our common stock covered by each option will be determined by the Compensation Committee.

The exercise price of each option may not be less than the fair market value of a share of our common stock on the date of grant. Any incentive stock option granted to a person who owns stock possessing more than 10% of the total combined voting power of all classes of our stock or of any parent or subsidiary corporation must have an exercise price equal to at least 110% of the fair market value of a share of our common stock on the date of grant and a term not exceeding five years. In addition, the aggregate fair market value of the shares (determined on the grant date) covered by incentive stock options which first become exercisable by any participant during any calendar year may not exceed \$100,000. The term of all options other than any incentive stock option granted to a person who owns stock possessing more than 10% of the total combined voting power of all classes of our stock or of any parent or subsidiary corporation may not exceed ten years.

Options vest and become exercisable at such times or upon such events and subject to such terms, conditions, performance criteria or restrictions as specified by the Compensation Committee. Unless a longer period is provided by the Compensation Committee, an option generally will remain exercisable for ninety days following the participant’s termination of service, except that if service terminates as a result of the participant’s death or disability, the option generally will remain exercisable for one year, but in any event not beyond the expiration of its term.

The exercise price of each option must be paid in full in cash (or cash equivalent) at the time of exercise, payment through the tender of shares of our common stock that are already owned by the participant, or through cashless exercise, or by any combination thereof. At the time of exercise, a participant who is an employee must pay any taxes that the Company is required to withhold.

*Stock Appreciation Rights.* A stock appreciation right gives a participant the right to receive the appreciation in the fair market value of our common stock between the date of grant of the Award and the date of its exercise. We may pay the appreciation either in cash or in shares of our common stock. We may make this payment in a lump sum, or payment may be deferred in accordance with the terms of the participant’s Award agreement. The Compensation Committee may grant stock appreciation rights under the 2013 Equity Plan in tandem with a related stock option or as a freestanding Award. A tandem stock appreciation right is exercisable only at the time and to the same extent that the related option is exercisable, and its exercise causes the related option to be canceled. Freestanding stock appreciation

rights vest and become exercisable at the times and on the terms established by the Compensation Committee. The maximum term of any stock appreciation right granted under the 2013 Equity Plan is five years.

*Restricted Stock Awards.* The Compensation Committee may grant Awards of restricted stock under the 2013 Equity Plan. Awards of restricted stock may vest subject to the attainment of performance goals similar to those described below or satisfaction of certain service-based or other vesting conditions as the Compensation Committee specifies, and the shares acquired may not be transferred by the participant until vested. Unless otherwise determined by the Compensation Committee, a participant will forfeit any unvested shares upon voluntary or involuntary termination of service with us for any reason, including death or disability. Except as otherwise provided in the 2013 Equity Plan or Award agreement, participants holding restricted stock will have the right to vote the shares and to receive any dividends paid, except that dividends or other distributions paid in shares will be subject to the same restrictions as the original Award.

*Restricted Stock Units.* Restricted stock units granted under the 2013 Equity Plan represent a right to receive shares of our common stock at a future date determined in accordance with the participant's Award agreement. The Compensation Committee may grant restricted stock units subject to the attainment of performance goals similar to those described below, or may make the Awards subject to service-based and other vesting conditions.

*Performance Shares and Performance Units.* The Compensation Committee may grant performance shares and performance units under the 2013 Equity Plan, which are Awards that will result in a payment to a participant only if specified performance goals are achieved during a specified performance period. Awards of performance shares are denominated in shares of our common stock, while Awards of performance units are denominated in dollars. In granting an Award of performance shares or units, the Compensation Committee establishes the applicable performance goals based on one or more measures of business performance enumerated in the 2013 Equity Plan and described in the performance goal section below.

To the extent earned, Awards of performance shares and units may be settled in cash, shares of our common stock or any combination thereof. Unless otherwise determined by the Compensation Committee, if a participant's service terminates due to death or disability prior to completion of the applicable performance period, the final Award value is determined at the end of the period on the basis of the performance goals attained during the entire period, but payment is prorated for the portion of the period during which the participant remained in service. Except as otherwise provided by the 2013 Equity Plan, if a participant's service terminates for any other reason, the participant's performance shares or units are forfeited.

*Performance Goals.* The Compensation Committee (in its discretion) may make performance goals applicable to a participant with respect to an Award, including but not limited to performance shares and performance units. If the Compensation Committee desires that an Award qualify as performance-based compensation under Section 162(m), then, at the Compensation Committee's discretion, one or more of the following performance goals may apply: revenue, costs, expenses (including expense efficiency ratios and other expense measures), earnings (including one or more of net profit after tax, gross profit, operating profit, earnings before interest and taxes, earnings before interest, taxes, depreciation and amortization and net earnings), earnings per share, earnings per share from continuing operations, operating income, pre-tax income, operating income margin, net income, margins (including one or more of gross, operating and net income margins), returns (including one or more of return on actual assets, net assets, equity, investment, capital and net capital employed), shareholder return (including total shareholder return relative to an index or peer group), stock price, growth of loans and deposits, economic value added, cash generation, cash flow, unit volume, working capital, market share, cost reductions and strategic plan development and implementation. Such goals may reflect absolute entity or business unit performance or a relative comparison to the performance of a peer group of entities or other external

measure of the selected performance criteria. Unless otherwise determined by the Compensation Committee at the time of establishment of the performance goals applicable to an Award, the performance measures shall be calculated in accordance with generally accepted accounting principles, but prior to the accrual or payment of any Award subject to performance goals and excluding the effect (whether positive or negative) of any change in accounting standards or any extraordinary, unusual or nonrecurring item, as determined by the Compensation Committee, occurring after the establishment of the performance goals applicable to the Award.

*Change in Control.* Upon a change of control (as defined in the 2013 Equity Plan) the Company will notify each participant in writing, no less than thirty (30) days prior to the change of control of participant's right to exercise all outstanding options, whether or not vested, and all outstanding options will vest and become immediately exercisable immediately prior to such change of control. All then outstanding options will terminate upon the Change of Control; provided, however, that any outstanding options not exercised as of the occurrence of the change of control will not terminate if there is a successor entity which assumes the outstanding options or substitutes for such options, new options covering the stock of the successor entity with appropriate adjustments as to the number and kind of shares and prices. Each restricted stock award will provide in the event of a change in control for the lapse of the restriction period applicable to restricted stock effective immediately prior to and conditioned upon the change in control. Each restricted stock unit award will provide that the settlement of the restricted stock unit effective immediately prior to and conditioned upon the Change in Control. The Committee, in its sole discretion, may provide in any stock appreciation right or performance award for the acceleration of the exercisability and vesting of the stock appreciation right or performance award in connection with a change in control.

*Transferability.* Awards granted under the 2013 Equity Plan shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the participant or the participant's beneficiary, except transfer by will or by the laws of descent and distribution.

*Amendment and Termination.* The 2013 Equity Plan shall continue in effect until the earlier of its termination by the Board of Directors or the date on which all of the shares of our common stock available for issuance under the 2013 Equity Plan have been issued and all restrictions on such shares under the terms of the 2013 Equity Plan and the agreements evidencing Awards granted under the 2013 Equity Plan have lapsed. However, no Awards will be granted under the 2013 Equity Plan after the tenth anniversary of the 2013 Equity Plan's effective date.

In addition, the Compensation Committee may amend, suspend or terminate the Equity Plan at any time, provided that without shareholder approval, the Equity Plan cannot be amended to increase the number of shares authorized, change the class of persons eligible to receive incentive stock options or effect any other change that would require shareholder approval under any applicable law or listing rule. Amendment, suspension or termination of the Equity Plan may not adversely affect any outstanding Award without the consent of the participant, unless such amendment, suspension or termination is necessary to comply with applicable law.

#### **Certain United States Federal Income Tax Information**

The following paragraphs are a summary of the general federal income tax consequences to U.S. taxpayers and the Company of Awards granted under the 2013 Equity Plan. Tax consequences for any particular individual may be different.

The following discussion assumes that the fair market value of our common stock on the date of exercise is greater than the per share exercise price.

*Nonstatutory Stock Options.* No taxable income is reportable when a nonstatutory stock option with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a

participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the shares purchased over the exercise price of the option. Any taxable income recognized in connection with an option exercise by an employee of the Company is subject to tax withholding by the Company. Any additional gain or loss recognized upon any later disposition of the shares would be long-term or short-term capital gain or loss depending on whether the holding period for the shares is more than one year.

*Incentive Stock Options.* No taxable income is reportable when an incentive stock option is granted or exercised (except that the difference between the value of the option shares at the time of exercise and the exercise price is included in income for purposes of the federal alternative minimum tax). If the participant exercises the option and then later sells or otherwise disposes of the shares more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the shares before the end of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares on the exercise date (or the sale price, if less) minus the exercise price of the option. Subject to certain exceptions for death or disability, if an option holder exercises an incentive stock option more than three months after termination of employment, the exercise of the option will be taxed as the exercise of a nonqualified stock option.

*Stock Appreciation Rights.* No taxable income is reportable when a stock appreciation right with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income (subject to withholding taxes in the case of an employee) in an amount equal to the amount of cash received and the fair market value of any shares received. Any additional gain or loss recognized upon any later disposition of the shares would be long-term or short-term capital gain or loss depending on whether the withholding period for the shares is more than one year.

*Restricted Stock Awards, Restricted Stock Units, Performance Shares and Performance Units.* A participant generally will not have taxable income at the time an Award of restricted stock, restricted stock units, performance shares, or performance units are granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the shares underlying the Award becomes either: (i) freely transferable; or (ii) no longer subject to a substantial risk of forfeiture. However, the recipient of an Award of restricted stock may elect to recognize income at the time he or she receives the Award in an amount equal to the fair market value of the shares underlying the Award (less any cash paid for the shares on the date the Award is granted). A participant who makes an election under Section 83(b) of the Code within thirty days of the date of grant of the restricted stock, will recognize ordinary income on the date of grant of the shares equal to the excess of the fair market value of the restricted shares (determined without regard to the risk of forfeiture or restrictions on transfer) over any purchase price paid for the shares. If a Section 83(b) election has not been made, any dividends received with respect to restricted shares of stock that are subject at that time to a risk of forfeiture or restrictions on transfer generally will be treated as compensation that is taxable as ordinary income to the recipient.

*Section 409A.* Section 409A of the Code contains certain requirements for non-qualified deferred compensation arrangements, which may include Awards under the 20136 Equity Plan, with respect to an individual's deferral and distribution elections and permissible distribution events. Awards granted under the 2013 Equity Plan with a deferral feature will be subject to the requirements of Section 409A. If an Award is subject to and fails to satisfy the requirements of Section 409A, the recipient of that Award may recognize ordinary income on the amounts deferred under the Award, at the time of vesting, which may be prior to when the compensation is actually or constructively received. Also, if an Award that is subject to Section 409A fails to comply with Section 409A's provisions, Section 409A imposes an additional 20% federal income tax on compensation recognized as ordinary income, as well as interest on such deferred

compensation. In addition, certain states (such as California) have laws similar to Section 409A and as a result, failure to comply with such similar laws may result in additional state income, penalty and interest charges.

*Tax Effect for the Company.* The Company generally will be entitled to a tax deduction in connection with an Award under the 2013 Equity Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes such income (for example, the exercise of a nonstatutory stock option). Special rules limit the deductibility of compensation paid to the Company's Chief Executive Officer and to each of its three most highly compensated executive officers (other than its Chief Executive Officer and Chief Financial Officer). Under Section 162(m), the annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed \$1,000,000. However, the Company can preserve the deductibility of certain compensation in excess of \$1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder approval of the 2013 Equity Plan, setting limits on the amounts of Awards or formula under which Awards are granted that any individual may receive and, for Awards other than certain stock options and stock appreciation rights, establishing performance criteria that must be met before the Award actually will vest or be paid. The 2013 Equity Plan has been designed to permit the Compensation Committee to grant Awards that qualify as performance-based for purposes of satisfying the conditions of Section 162(m), thereby permitting the Company to continue to receive a federal income tax deduction in connection with such Awards.

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF UNITED STATES FEDERAL INCOME TAXATION UPON PARTICIPANTS AND THE COMPANY WITH RESPECT TO THE GRANT, EXERCISE AND/OR VESTING OF AWARDS UNDER THE 2013 EQUITY PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF A PARTICIPANT'S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE PARTICIPANT MAY RESIDE.

#### **Recommendation of the Board of Directors**

**The Board recommends a vote FOR the amendment to the Heritage Commerce Corp 2013 Equity Incentive Plan to increase the number of shares available for issuance. The proxy holders intend to vote all proxies in favor of this proposal. If no instruction is given, the proxy holders intend to vote FOR the proposal.**

### **PROPOSAL 3—RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors, upon the recommendation of its Audit Committee, has ratified the selection of Crowe Horwath LLP to serve as our independent registered public accounting firm for 2017, subject to ratification by our shareholders. A representative of Crowe Horwath LLP will be present at the Annual Meeting to answer questions and will have the opportunity to make a statement if so desired.

We are asking our shareholders to ratify the selection of Crowe Horwath LLP as our independent registered public accounting firm. Although ratification is not required by our Bylaws, the SEC or The NASDAQ Stock Market, the Board is submitting the selection of Crowe Horwath LLP to our shareholders for ratification because we value our shareholders' views on the Company's independent registered public accounting firm and as a matter of good corporate practice. In the event that our shareholders fail to ratify the selection of Crowe Horwath LLP, however, we reserve the discretion to retain Crowe Horwath LLP as our independent registered public accounting firm for 2017. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

#### ***Audit Committee Report***

In accordance with its written charter adopted by the Company's Board of Directors, the Audit Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and financial reporting practices of the Company. During 2016, the Committee met 12 times. The Committee discussed the interim financial information contained in each quarterly earnings announcement with the Chief Financial Officer prior to public release. The Committee also discussed the interim financial statements with the Chief Financial Officer and the independent auditors prior to the filing of each quarterly Form 10-Q and the annual report on Form 10-K.

In discharging its oversight responsibility as to the audit process, the Audit Committee obtained from the independent auditors a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence, discussed with the auditors any relationships that may impact their objectivity and independence and satisfied itself as to the auditors' independence. The Committee reviewed with both the independent auditors and the internal auditor's audit plans, scope, and results.

The Committee discussed and reviewed with the independent auditor all communications required by the standards of the Public Company Accounting Oversight Board, including those described in Auditing Standard No. 61, *Communication with Audit Committees*, and discussed and reviewed the results of the independent auditor's audit of the consolidated financial statements. The Committee also reviewed and discussed the results of the internal audit examinations.

The Committee reviewed the audited financial statements of the Company as of and for the year ended December 31, 2016, with management and the independent auditors. The Committee has also reviewed "Management's Assessment over Financial Reporting" and the independent registered public accounting firm's opinion on the effectiveness of the Company's internal control over financial reporting, and discussed these reports and opinions with management and the independent registered public accounting firm prior to the Company's filing of its Annual Report on Form 10-K for the year ended December 31, 2016.

Based on the above mentioned review and discussion with management and the independent auditors, the Committee recommended to the Board of Directors that the Company's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2016, for filing with the SEC.

Heritage Commerce Corp  
Audit Committee

Steven L. Hallgrimson, Chairman  
Julianne M. Biagini-Komas  
Laura Roden

March 2, 2017

*The Audit Committee report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or the Securities Act of 1934, and shall not otherwise be deemed filed under these Acts.*

### ***Independent Registered Public Accounting Firm Fees***

The following table summarizes the aggregate fees billed to the Company by its independent auditor:

<u>Category of Services</u>	<u>Fiscal Year 2016</u>	<u>Fiscal Year 2015</u>
Audit fees(1) . . . . .	\$385,000	\$482,469
Audit-related fees(2) . . . . .	72,100	81,905
Tax fees(3) . . . . .	127,350	124,800
Other . . . . .	40,000	77,012
Total accounting fees . . . . .	<u>\$624,450</u>	<u>\$766,186</u>

- (1) Fees for audit services for 2016 and 2015 consisted of the audit of the Company’s annual financial statements, review of the consolidated financial statements included in the Company’s Quarterly Reports on Form 10-Q, and the audit of the Company’s internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002.
- (2) Fees for audit related services for 2016 and 2015 consisted of financial accounting and reporting consultations, consents and other services related to SEC matters, and audits of the consolidated financial statements of the Company’s employee benefit plans.
- (3) Fees for tax services for 2016 and 2015 consisted of tax compliance and tax planning and advice.
- Fees for tax compliance services totaled \$69,350 and \$50,950 in 2016 and 2015, respectively. Tax compliance services are those rendered based upon facts already in existence or transactions that have already occurred to document, compute, and obtain government approval for amounts to be included in tax filings. Such services consisted primarily of preparation of the Company’s consolidated federal and state income tax returns, trust preferred returns and a limited liability company tax return for a subsidiary entity.
  - Tax planning and advice services are those rendered with respect to proposed transactions, assistance regarding the Internal Revenue Code Section 280(G) “excise tax gross-up” disclosures in the proxy statement for hypothetical events, and consultation with management regarding various internal control and accounting matters. Tax planning and advice services totaled \$58,000 and \$73,850 in 2016 and 2015, respectively.

The ratio of tax planning and advice fees and all other fees to audit fees, audit-related fees and tax compliance fees was 18.62% for 2016 and 24.52% for 2015.

In considering the nature of the services provided by the independent registered public accounting firm, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with the independent registered public accounting firm and Company management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC and the Public Company Accounting Oversight Board.



***Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm***

Under applicable SEC rules, the Audit Committee is required to pre-approve the audit and non-audit services performed by the independent registered public accountants in order to ensure that they do not impair the auditors' independence. The SEC's rules specify the types of non-audit services that the independent registered public accountants may not provide to its audit client and establish the Audit Committee's responsibility for administration of the engagement of the independent registered public accountants.

Consistent with the SEC's rules, the Audit Committee Charter requires that the Audit Committee review and pre-approve all audit services and permitted non-audit services provided by the independent registered public accountants to the Company or any of its subsidiaries. The Audit Committee may delegate pre-approval authority to the Chair of the Audit Committee and if it does, the decisions of that member must be presented to the full Audit Committee at its next scheduled meeting.

***Recommendation of the Audit Committee and the Board of Directors***

**The Audit Committee of the Board of Directors and the Board of Directors recommends approval of the ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017. The proxy holders intend to vote all proxies they hold in favor of the proposal. If no instruction is given, the proxy holders intend to vote FOR approval of the proposal.**

## OTHER BUSINESS

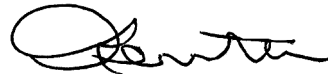
If any matters not referred to in this proxy statement come before the meeting, including matters incident to conducting the meeting, the proxy holders will vote the shares represented by proxies in accordance with their best judgment. Management is not aware of any other business to come before the meeting and, as of the date of the preparation of this proxy statement, no shareholder has submitted to management any proposal to be acted upon at the meeting.

## SHAREHOLDER PROPOSALS

Any shareholder that intends to propose business to be considered at the 2018 Annual Meeting must comply with the Company's Bylaws including providing the required notice to the Company's Corporate Secretary not later than the close of business on February 26, 2018 nor earlier than January 25, 2018. If a shareholder gives notice of such a proposal before or after these deadlines, proxy holders will be allowed to use their discretionary voting authority to vote against the shareholder proposal without discussion when and if the proposal is raised at the 2018 Annual Meeting of Shareholders.

Proposals of shareholders intended to be presented for consideration at the 2018 Annual Meeting of Shareholders, and to be included in the Company's proxy statement for that meeting under SEC Rule 14a-8, must be received by the Company for inclusion in the proxy statement and form of proxy for that meeting no later than December 18, 2018, in a form that complies with applicable regulations.

HERITAGE COMMERCE CORP



Debbie Reuter  
Executive Vice President  
and Corporate Secretary

April 19, 2017  
San Jose, California

**EXHIBIT A****AMENDMENT NO. 1 TO HERITAGE COMMERCE CORP  
2013 EQUITY INCENTIVE PLAN**

This Amendment No. 1 to the Heritage Commerce Corp 2013 Equity Incentive Plan is dated as of May 25, 2017.

RECITALS

1. The Heritage Commerce Corp 2013 Equity Incentive Plan (the “Plan”) was approved by the Heritage Commerce Corp (the “Company”) shareholders on May 23, 2013.
2. Pursuant to Section 15 of the Plan, the Board of Directors and shareholders may amend the Plan from time to time.
3. The Board of Directors, upon recommendation of the Compensation Committee, believes it is in the best interest of the Company and its shareholders to amend the Plan in accordance with the terms of this Amendment No. 1, the form of which has been approved by the Board of Directors and shareholders.

AMENDMENT

SECTION 1. The first sentence of Section 4.1 is amended and restated in full to read as follows:

“Subject to adjustment as provided in Section 4.2, the maximum aggregate number of shares of Stock that may be issued under the Plan shall be three million (3,000,000) and shall consist of authorized but unissued or reacquired shares of Stock or any combination thereof.”

SECTION 2. This Amendment shall take effect as of May 25, 2017. Through May 25, 2017 the terms of the Plan shall be applied without giving effect to this Amendment, subject to approval of the Amendment by the Board of Directors and shareholders.

SECTION 3. Except as provided in this Amendment No. 1, the provisions, terms and conditions of the Plan shall remain in full force and effect.

**HERITAGE COMMERCE CORP**  
**2013 Equity Incentive Plan**

1. ESTABLISHMENT, PURPOSE AND TERM OF PLAN.

1.1 Establishment. The Heritage Commerce Corp 2013 Equity Incentive Plan (the “**Plan**”) is hereby established effective as of May 23, 2013, the date of its approval by the shareholders of the Company (the “**Effective Date**”).

1.2 Purpose. The purpose of the Plan is to advance the interests of the Company, its subsidiaries, and its shareholders by providing an incentive to attract, retain and reward persons performing services for the Company and its subsidiaries and by motivating such persons to contribute to the growth and profitability of the Company and its subsidiaries. The Plan seeks to achieve this purpose by providing for Awards in the form of Options, Stock Appreciation Rights, Restricted Stock, Performance Shares, Performance Units and Restricted Stock Units.

1.3 Term of Plan. The Plan shall continue in effect until the earlier of its termination by the Board or the date on which all of the shares of Stock available for issuance under the Plan have been issued and all restrictions on such shares under the terms of the Plan and the agreements evidencing Awards granted under the Plan have lapsed. However, all Awards shall be granted, if at all, within ten (10) years from the Effective Date.

2. DEFINITIONS AND CONSTRUCTION.

2.1 Definitions. Whenever used herein, the following terms shall have their respective meanings set forth below:

(a) “**Affiliate**” means (i) an entity, other than a Parent Corporation, that directly, or indirectly through one or more intermediary entities, controls the Company or (ii) an entity, other than a Subsidiary Corporation, that is controlled by the Company directly, or indirectly through one or more intermediary entities. For this purpose, the term “**control**” (including the term “**controlled by**”) means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the relevant entity, whether through the ownership of voting securities, by contract or otherwise; or shall have such other meaning assigned such term for the purposes of registration on Form S-8 under the Securities Act.

(b) “**Award**” means any Option, SAR, Restricted Stock, Performance Share, Performance Unit or Restricted Stock Unit granted under the Plan.

(c) “**Award Agreement**” means a written agreement between the Company and a Participant setting forth the terms, conditions and restrictions of the Award granted to the Participant. An Award Agreement may be an “Option Agreement,” an “SAR Agreement,” a “Restricted Stock Agreement,” a “Performance Share Agreement,” a “Performance Unit Agreement” or a “Restricted Stock Unit Agreement.”

(d) “**Board**” means the Board of Directors of the Company.

(e) “**Cause**” means, unless otherwise defined by the Participant’s Award Agreement or contract of employment or service, any of the following: (i) the Participant’s theft, dishonesty, or falsification of any Participating Company documents or records; (ii) the Participant’s improper use or disclosure of a Participating Company’s confidential or proprietary information; (iii) any action by the Participant which has a detrimental effect on a Participating Company’s reputation or business; (iv) the Participant’s failure or inability to perform any reasonable assigned duties after written notice from a Participating Company of, and a reasonable opportunity to cure, such failure or inability; (v) any material breach by the Participant of any employment or service agreement between the Participant and a Participating Company, which breach is not cured

pursuant to the terms of such agreement; or (vi) the Participant's conviction (including any plea of guilty or nolo contendere) of any criminal act which impairs the Participant's ability to perform his or her duties with a Participating Company.

(f) "**Change of Control**" has the meaning set forth in Section 12.1(b).

(g) "**Code**" means the Internal Revenue Code of 1986, as amended, and any applicable regulations promulgated thereunder.

(h) "**Committee**" means the Compensation Committee or other committee of the Board duly appointed to administer the Plan and having such powers as shall be specified by the Board. If no committee of the Board has been appointed to administer the Plan, the Board shall exercise all of the powers of the Committee granted herein, and, in any event, the Board may in its discretion exercise any or all of such powers.

(i) "**Company**" means Heritage Commerce Corp, a California corporation, or any successor corporation thereto.

(j) "**Consultant**" means a person engaged to provide consulting or advisory services (other than as an Employee or a member of the Board) to a Participating Company, provided that the identity of such person, the nature of such services or the entity to which such services are provided would not preclude the Company from offering or selling securities to such person pursuant to the Plan in reliance on registration on a Form S-8 Registration Statement under the Securities Act.

(k) "**Director**" means a member of the Board.

(l) "**Disability**" means the permanent and total disability of the Participant, within the meaning of Section 22(e)(3) of the Code.

(m) "**Dividend Equivalent**" means a credit, made at the discretion of the Committee or as otherwise provided by the Plan, to the account of a Participant in an amount equal to the cash dividends paid on one share of Stock for each share of Stock represented by an Award held by such Participant.

(n) "**Employee**" means any person treated as an employee (including an Officer or a member of the Board who is also treated as an employee) in the records of a the Company and, with respect to any Incentive Stock Option granted to such person, who is an employee for purposes of Section 422 of the Code; provided, however, that neither service as a member of the Board nor payment of a director's fee shall be sufficient to constitute employment for purposes of the Plan. The Company shall determine in good faith and in the exercise of its discretion whether an individual has become or has ceased to be an Employee and the effective date of such individual's employment or termination of employment, as the case may be. For purposes of an individual's rights, if any, under the Plan as of the time of the Company's determination, all such determinations by the Company shall be final, binding and conclusive, notwithstanding that the Company or any court of law or governmental agency subsequently makes a contrary determination.

(o) "**Exchange Act**" means the Securities Exchange Act of 1934, as amended.

(p) "**Fair Market Value**" means, as of any date, the value of a share of Stock or other property as determined by the Committee, in its discretion, or by the Company, in its discretion, if such determination is expressly allocated to the Company herein, subject to the following:

(i) If, on such date, the Stock is listed on a national or regional securities exchange or market system, the Fair Market Value of a share of Stock shall be the closing price of a share of Stock (or the mean of the closing bid and asked prices of a share of Stock if the Stock is so

quoted instead) as quoted on The Nasdaq Stock Market, the New York Stock Exchange or such other national or regional securities exchange or market system constituting the primary market for the Stock, as reported in The Wall Street Journal or such other source as the Company deems reliable. If the relevant date does not fall on a day on which the Stock has traded on such securities exchange or market system, the date on which the Fair Market Value shall be established shall be the last day on which the Stock was so traded prior to the relevant date, or such other appropriate day as shall be determined by the Committee, in its discretion.

(ii) If, on such date, the Stock is not readily tradable on an established securities market, the Fair Market Value of a share of Stock shall be as determined by the Committee by reasonable application of a reasonable valuation method, consistently applied. Notwithstanding the foregoing, no Award granted under the Plan is intended to provide for a deferral of compensation within the meaning of Section 409A such that the Fair Market Value of a share of Stock shall be determined in all respects in a manner that is consistent with that intention.

(q) “**Incentive Stock Option**” means an Option intended to be (as set forth in the Award Agreement) and which qualifies as an incentive stock option within the meaning of Section 422(b) of the Code.

(r) “**Insider**” means an Officer, a member of the Board or any other person whose transactions in Stock are subject to Section 16 of the Exchange Act.

(s) “**Nonstatutory Stock Option**” means an Option not intended to be (as set forth in the Award Agreement) an incentive stock option within the meaning of Section 422(b) of the Code.

(t) “**Officer**” means any person designated by the Board as an officer of the Company.

(u) “**Option**” means the right to purchase Stock at a stated price for a specified period of time granted to a Participant pursuant to Section 6 of the Plan. An Option may be either an Incentive Stock Option or a Nonstatutory Stock Option.

(v) “**Ownership Change Event**” has the meaning set forth in Section 12.1(a).

(w) “**Parent Corporation**” means any present or future “**parent corporation**” of the Company, as defined in Section 424(e) of the Code.

(x) “**Participant**” means any eligible person who has been granted one or more Awards.

(y) “**Participating Company**” means the Company or any Parent Corporation, Subsidiary Corporation or Affiliate.

(z) “**Participating Company Group**” means, at any point in time, all entities collectively which are then Participating Companies.

(aa) “**Performance Award**” means an Award of Performance Shares or Performance Units.

(bb) “**Performance Award Formula**” means, for any Performance Award, a formula or table established by the Committee pursuant to Section 9.3 of the Plan which provides the basis for computing the value of a Performance Award at one or more threshold levels of attainment of the applicable Performance Goal(s) measured as of the end of the applicable Performance Period.

(cc) “**Performance Goal**” means a performance goal established by the Committee pursuant to Section 9.3 of the Plan.

(dd) “**Performance Period**” means a period established by the Committee pursuant to Section 9.3 of the Plan at the end of which one or more Performance Goals are to be measured.

(ee) “**Performance Share**” means a bookkeeping entry representing a right granted to a Participant pursuant to Section 9 of the Plan to receive a payment equal to the value of a Performance Share, as determined by the Committee, based on performance.

(ff) “**Performance Unit**” means a bookkeeping entry representing a right granted to a Participant pursuant to Section 9 of the Plan to receive a payment equal to the value of a Performance Unit, as determined by the Committee, based upon performance.

(gg) “**Restricted Stock Award**” means an Award of a Restricted Stock.

(hh) “**Restricted Stock Unit**” means a bookkeeping entry representing a right granted to a Participant pursuant to Section 10 of the Plan to receive a share of Stock on a date determined in accordance with the provisions of Section 10 and the Participant’s Award Agreement.

(ii) “**Restriction Period**” means the period established in accordance with Section 8.5 of the Plan during which shares subject to a Restricted Stock Award are subject to Vesting Conditions.

(jj) “**Rule 16b-3**” means Rule 16b-3 under the Exchange Act, as amended from time to time, or any successor rule or regulation.

(kk) “**SAR**” or “**Stock Appreciation Right**” means a bookkeeping entry representing, for each share of Stock subject to such SAR, a right granted to a Participant pursuant to Section 7 of the Plan to receive payment of an amount equal to the excess, if any, of the Fair Market Value of a share of Stock on the date of exercise of the SAR over the exercise price.

(ll) “**Section 162(m)**” means Section 162(m) of the Code.

(mm) “**Securities Act**” means the Securities Act of 1933, as amended.

(nn) “**Service**” means a Participant’s employment or service with the Participating Company Group, whether in the capacity of an Employee, a Director or a Consultant. A Participant’s Service shall not be deemed to have terminated merely because of a change in the capacity in which the Participant renders such Service or a change in the Participating Company for which the Participant renders such Service, provided that there is no interruption or termination of the Participant’s Service. Furthermore, a Participant’s Service shall not be deemed to have terminated if the Participant takes any military leave, sick leave, or other bona fide leave of absence approved by the Company. However, if any such leave taken by a Participant exceeds ninety (90) days, then on the one hundred eighty-first (181st) day following the commencement of such leave any Incentive Stock Option held by the Participant shall cease to be treated as an Incentive Stock Option and instead shall be treated thereafter as a Nonstatutory Stock Option, unless the Participant’s right to return to Service with the Participating Company Group is guaranteed by statute or contract. Notwithstanding the foregoing, unless otherwise designated by the Company or required by law, a leave of absence shall not be treated as Service for purposes of determining vesting under the Participant’s Award Agreement. A Participant’s Service shall be deemed to have terminated upon an actual termination of Service. Subject to the foregoing, the Company, in its discretion, shall determine whether the Participant’s Service has terminated and the effective date of such termination.

(oo) “**Specified Employee**” means a specified employee as defined in Code Section 409A(a)(2)(B) of the Code or Treasury Regulations under Code Section 409A.

(pp) “**Stock**” means the common stock of the Company, as adjusted from time to time in accordance with Section 4.2 of the Plan.

(qq) “**Subsidiary Corporation**” means any present or future “**subsidiary corporation**” of the Company, as defined in Section 424(f) of the Code.

(rr) “**Ten Percent Owner**” means a Participant who, at the time an Option is granted to the Participant, owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of a Participating Company (other than an Affiliate) within the meaning of Section 422(b)(6) of the Code.

(ss) “**Treasury Regulations**” means Proposed Temporary and Final Regulations of the United States Treasury Department issued under Title 26 of the Code of Federal Regulations.

(tt) “**Vesting Conditions**” mean those conditions established in accordance with Section 6.2, Section 8.5 or Section 10.3 of the Plan prior to the satisfaction of which Options, shares subject to a Restricted Stock Award or Restricted Stock Unit Award, respectively, remain subject to forfeiture in favor of the Company upon the Participant’s termination of Service.

2.2 Construction. Captions and titles contained herein are for convenience only and shall not affect the meaning or interpretation of any provision of the Plan. Except when otherwise indicated by the context, the singular shall include the plural and the plural shall include the singular. Use of the term “or” is not intended to be exclusive, unless the context clearly requires otherwise. Reference to any statute, law, regulation or rule means such statute, law, regulation, rule as amended, modified, or replaced, in whole or in part, and in effect from time to time.

### 3. ADMINISTRATION.

3.1 Administration by the Committee. The Plan shall be administered by the Committee. All questions of interpretation of the Plan or of any Award shall be determined by the Committee, and such determinations shall be final and binding upon all persons having an interest in the Plan or such Award.

3.2 Authority of Officers. Any Officer shall have the authority to act on behalf of the Company with respect to any matter, right, obligation, determination or election which is the responsibility of or which is allocated to the Company herein, provided the Officer has apparent authority with respect to such matter, right, obligation, determination or election.

3.3 Administration with Respect to Insiders. With respect to participation by Insiders in the Plan, at any time that any class of equity security of the Company is registered pursuant to Section 12 of the Exchange Act, the Plan shall be administered in compliance with the requirements, if any, of Rule 16b-3.

3.4 Committee Complying with Section 162(m). If the Company is a “**publicly held corporation**” within the meaning of Section 162(m), the Board may establish a Committee of “**outside directors**” within the meaning of Section 162(m) to approve the grant of any Award which might reasonably be anticipated to result in the payment of employee remuneration that alone or when combined with other employee remuneration would otherwise exceed the limit on employee remuneration deductible for income tax purposes pursuant to Section 162(m).

3.5 Powers of the Committee. In addition to any other powers set forth in the Plan and subject to the provisions of the Plan, the Committee shall have the full and final power and authority, in its discretion:

(a) to determine the persons to whom, and the time or times at which, Awards shall be granted and the number of shares of Stock or units to be subject to each Award;

(b) to determine the type of Award granted and to designate Options as Incentive Stock Options or Nonstatutory Stock Options;



- (c) to determine the Fair Market Value of shares of Stock or other property;
- (d) to determine the terms, conditions and restrictions applicable to each Award (which need not be identical) and any shares acquired pursuant thereto, including, without limitation, (i) the exercise or purchase price of shares purchased pursuant to any Award, (ii) the method of payment for shares purchased pursuant to any Award, (iii) the method for satisfaction of any tax withholding obligation arising in connection with any Award, including by the withholding or delivery of shares of Stock, (iv) the timing, terms and conditions of the exercisability or vesting of any Award or any shares acquired pursuant thereto, (v) the Performance Award Formula and Performance Goals applicable to any Award and the extent to which such Performance Goals have been attained, (vi) the time of the expiration of any Award, (vii) the effect of the Participant's termination of Service on any of the foregoing, and (viii) all other terms, conditions and restrictions applicable to any Award or shares acquired pursuant thereto not inconsistent with the terms of the Plan;
- (e) to determine whether an Award of SARs, Performance Shares or Performance Units will be settled in shares of Stock, cash, or in any combination thereof;
- (f) to approve one or more forms of Award Agreement;
- (g) to amend, modify, extend, cancel or renew any Award or to waive any restrictions or conditions applicable to any Award or any shares acquired pursuant thereto, except as otherwise permitted in connection with an event as provided under Section 4.2, the Committee shall not reprice, adjust or amend the exercise price of Options or the grant price of Stock Appreciation Rights previously awarded to any Participant, whether through amendment, cancellation and replacement grant, or any other means, nor shall the Committee have any authority to take such action with respect to any Award subject to and not exempt from Section 409A;
- (h) to accelerate, continue, extend or defer the exercisability or vesting of any Award or any shares acquired pursuant thereto, including with respect to the period following a Participant's termination of Service, except that the Committee shall have no authority to take such action with respect to any Award that is subject to and is not exempt from the application of Section 409A;
- (i) to amend, modify or correct any defect in the Plan or any Award in order to avoid the application of Sections 162(m), 280G or 409A of the Code to any Award or to the Plan;
- (j) to prescribe, amend or rescind rules, guidelines and policies relating to the Plan, or to adopt sub-plans or supplements to, or alternative versions of, the Plan, including, without limitation, as the Committee deems necessary or desirable to comply with the laws or regulations of or to accommodate the tax policy, accounting principles or custom of, foreign jurisdictions whose citizens may be granted Awards; and
- (k) to correct any defect, supply any omission or reconcile any inconsistency in the Plan or any Award Agreement and to make all other determinations and take such other actions with respect to the Plan or any Award as the Committee may deem advisable to the extent not inconsistent with the provisions of the Plan or applicable law.

**3.6 Indemnification.** In addition to such other rights of indemnification as they may have as members of the Board or the Committee or as officers or employees of the Participating Company Group, members of the Board or the Committee and any officers or employees of the Participating Company Group to whom authority to act for the Board, the Committee or the Company is delegated shall be indemnified by the Company against all reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with the defense of any action, suit or proceeding, or in connection with any appeal therein, to which they or any of them may be a party by reason of any

action taken or failure to act under or in connection with the Plan, or any right granted hereunder, and against all amounts paid by them in settlement thereof (provided such settlement is approved by independent legal counsel selected by the Company) or paid by them in satisfaction of a judgment in any such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for gross negligence, bad faith or intentional misconduct in duties; provided, however, that within sixty (60) days after the institution of such action, suit or proceeding, such person shall offer to the Company, in writing, the opportunity at its own expense to handle and defend the same.

#### 4. SHARES SUBJECT TO PLAN.

4.1 Maximum Number of Shares Issuable. Subject to adjustment as provided in Section 4.2, the maximum aggregate number of shares of Stock that may be issued under the Plan shall be one million seven hundred and fifty thousand (1,750,000) and shall consist of authorized but unissued or reacquired shares of Stock or any combination thereof. If an outstanding Award for any reason expires or is terminated or canceled without having been exercised or settled in full, or if shares of Stock acquired pursuant to an Award subject to forfeiture or repurchase are forfeited or repurchased by the Company at the Participant's purchase price, the shares of Stock allocable to the terminated portion of such Award or such forfeited or repurchased shares of Stock shall again be available for issuance under the Plan. Shares of Stock shall not be deemed to have been issued pursuant to the Plan (a) with respect to any portion of an Award that is settled in cash or (b) to the extent such shares are withheld in satisfaction of tax withholding obligations pursuant to Section 14. Upon payment in shares of Stock pursuant to the exercise of an SAR, the number of shares available for issuance under the Plan shall be reduced only by the number of shares actually issued in such payment. If the exercise price of an Option is paid by tender to the Company, or attestation to the ownership, of shares of Stock owned by the Participant, the number of shares available for issuance under the Plan shall be reduced by the net number of shares for which the Option is exercised.

4.2 Adjustments for Changes in Capital Structure. Subject to any required action by the shareholders of the Company, in the event of any change in the Stock effected without receipt of consideration by the Company, whether through merger, consolidation, reorganization, reincorporation, recapitalization, reclassification, stock dividend, stock split, reverse stock split, split-up, split-off, spin-off, combination of shares, exchange of shares, or similar change in the capital structure of the Company, or in the event of payment of a dividend or distribution to the shareholders of the Company in a form other than Stock (excepting normal cash dividends) that has a material effect on the Fair Market Value of shares of Stock, appropriate adjustments shall be made in the number and class of shares subject to the Plan and to any outstanding Awards, and in the exercise or purchase price per share under any outstanding Award in order to prevent dilution or enlargement of Participants' rights under the Plan. For purposes of the foregoing, conversion of any convertible securities of the Company shall not be treated as "**effected without receipt of consideration by the Company.**" Any fractional share resulting from an adjustment pursuant to this Section 4.2 shall be rounded down to the nearest whole number, and in no event may the exercise or purchase price under any Award be decreased to an amount less than the par value, if any, of the stock subject to such Award. The adjustments determined by the Committee pursuant to this Section 4.2 shall be final, binding and conclusive.

#### 5. ELIGIBILITY AND AWARD LIMITATIONS.

5.1 Persons Eligible for Awards. Awards may be granted only to Employees, Consultants and Directors. For purposes of the foregoing sentence, "**Employees,**" "**Consultants**" and "**Directors**" shall include prospective Employees, prospective Consultants and prospective Directors to whom Awards are granted in connection with written offers of an employment or other service relationship with the Participating Company Group; provided, however, that no Stock subject to any such Award shall vest, become exercisable or be issued prior to the date on which such person commences Service. The maximum number of shares of Stock with respect to an Award or Awards may be granted to any Participant under the Plan shall not exceed five percent (5%) of the total outstanding shares of Stock issued and outstanding.

5.2 Participation. Awards are granted solely at the discretion of the Committee. Eligible persons may be granted more than one (1) Award. However, eligibility in accordance with this Section shall not entitle any person to be granted an Award, or, having been granted an Award, to be granted an additional Award.

5.3 Incentive Stock Option Limitations.

(a) Persons Eligible. An Incentive Stock Option may be granted only to a person who, on the effective date of grant, is an Employee of the Company, a Parent Corporation or a Subsidiary Corporation (each being an “**ISO-Qualifying Corporation**”). Any person who is not an Employee of an ISO-Qualifying Corporation on the date of the grant of an Option to such person may be granted only a Nonstatutory Stock Option. An Incentive Stock Option granted to a prospective Employee upon the condition that such person become an Employee of an ISO-Qualifying Corporation shall be deemed granted effective on the date such person commences Service with an ISO-Qualifying Corporation, with an exercise price determined as of such date in accordance with Section 6.1.

(b) Fair Market Value Limitation. To the extent that options designated as Incentive Stock Options (granted under all stock option plans of the Participating Company Group, including the Plan) become exercisable by a Participant for the first time during any calendar year for stock having a Fair Market Value greater than One Hundred Thousand Dollars (\$100,000), the portion of such options which exceeds such amount shall be treated as Nonstatutory Stock Options. For purposes of this Section, options designated as Incentive Stock Options shall be taken into account in the order in which they were granted, and the Fair Market Value of stock shall be determined as of the time the option with respect to such stock is granted. If the Code is amended to provide for a different limitation from that set forth in this Section, such different limitation shall be deemed incorporated herein effective as of the date and with respect to such Options as required or permitted by such amendment to the Code. If an Option is treated as an Incentive Stock Option in part and as a Nonstatutory Stock Option in part by reason of the limitation set forth in this Section, the Participant may designate which portion of such Option the Participant is exercising. In the absence of such designation, the Participant shall be deemed to have exercised the Incentive Stock Option portion of the Option first. Upon exercise, shares issued pursuant to each such portion shall be separately identified.

6. TERMS AND CONDITIONS OF OPTIONS. Options shall be evidenced by Award Agreements specifying the number of shares of Stock covered thereby, in such form as the Committee shall from time to time establish. No Option or purported Option shall be a valid and binding obligation of the Company unless evidenced by a fully executed Award Agreement. Award Agreements evidencing Options may incorporate all or any of the terms of the Plan by reference and shall comply with and be subject to the following terms and conditions:

6.1 Exercise Price. The exercise price for each Option shall be established in the discretion of the Committee; provided, however, that (a) the exercise price per share shall be not less than the Fair Market Value of a share of Stock on the date of grant of the Option and (b) no Incentive Stock Option granted to a Ten Percent Owner shall have an exercise price per share less than one hundred ten percent (110%) of the Fair Market Value of a share of Stock on the effective date of grant of the Option. Notwithstanding the foregoing, an Option (whether an Incentive Stock Option or a Nonstatutory Stock Option) may be substituted for another option or an Option may be assumed in a corporate transaction and not be treated as the grant of an Option if the substitution or modification qualifies under the provisions of Section 424(a) of the Code and the Treasury Regulations issued thereunder or under Section 409A, as applicable.

6.2 Exercisability and Term of Options. Options shall be exercisable at such time or times, or upon such event or events, and subject to such terms, conditions, performance criteria and restrictions

as shall be determined by the Committee and set forth in the Award Agreement evidencing such Option; provided, however, that (a) no Option shall be exercisable after the expiration of ten (10) years after the effective date of grant of such Option, (b) no Incentive Stock Option granted to a Ten Percent Owner shall be exercisable after the expiration of five (5) years after the effective date of grant of such Option, and (c) no Option granted to a prospective Employee, prospective Consultant or prospective Director may become exercisable prior to the date on which such person commences Service. Subject to the foregoing, unless otherwise specified by the Committee in the grant of an Option, any Option granted hereunder shall terminate ten (10) years after the effective date of grant of the Option, unless earlier terminated in accordance with its provisions.

### 6.3 Payment of Exercise Price.

(a) Forms of Consideration Authorized. Except as otherwise provided below, payment of the exercise price for the number of shares of Stock being purchased pursuant to any Option shall be made (i) in cash, by check or in cash equivalent, (ii) by tender to the Company, or attestation to the ownership, of shares of Stock owned by the Participant having a Fair Market Value not less than the exercise price, (iii) by delivery of a properly executed notice of exercise together with irrevocable instructions to a broker providing for the assignment to the Company of the proceeds of a sale or loan with respect to some or all of the shares being acquired upon the exercise of the Option (including, without limitation, through an exercise complying with the provisions of Regulation T as promulgated from time to time by the Board of Governors of the Federal Reserve System) (a “**Cashless Exercise**”), (iv) by such other consideration as may be approved by the Committee from time to time to the extent permitted by applicable law, or (v) by any combination thereof. The Committee may at any time or from time to time grant Options which do not permit all of the foregoing forms of consideration to be used in payment of the exercise price or which otherwise restrict one or more forms of consideration.

#### (b) Limitations on Forms of Consideration.

(i) Tender of Stock. Notwithstanding the foregoing, an Option may not be exercised by tender to the Company, or attestation to the ownership, of shares of Stock to the extent such tender or attestation would constitute a violation of the provisions of any law, regulation or agreement restricting the redemption of the Company’s stock. Unless otherwise provided by the Committee, an Option may not be exercised by tender to the Company, or attestation to the ownership, of shares of Stock unless such shares either have been owned by the Participant for more than six (6) months (and not used for another Option exercise by attestation during such period) or were not acquired, directly or indirectly, from the Company.

(ii) Cashless Exercise. The Company reserves, at any and all times, the right, in the Company’s sole and absolute discretion, to establish, decline to approve or terminate any program or procedures for the exercise of Options by means of a Cashless Exercise, including with respect to one or more Participants specified by the Company notwithstanding that such program or procedures may be available to other Participants.

### 6.4 Effect of Termination of Service.

(a) Option Exercisability. Subject to earlier termination of the Option as otherwise provided herein and unless otherwise provided by the Committee in the grant of an Option and set forth in the Award Agreement, an Option shall be exercisable after a Participant’s termination of Service only during the applicable time period determined in accordance with this Section and thereafter shall terminate:

(i) Disability. If the Participant’s Service terminates because of the Disability of the Participant, the Option, to the extent unexercised and exercisable on the date on which the

Participant's Service terminated, may be exercised by the Participant (or the Participant's guardian or legal representative) at any time prior to the expiration of one (1) year) (or such longer period of time as determined by the Committee, in its discretion) after the date on which the Participant's Service terminated, but in any event no later than the date of expiration of the Option's term as set forth in the Award Agreement evidencing such Option (the "**Option Expiration Date**").

(ii) Death. If the Participant's Service terminates because of the death of the Participant, the Option, to the extent unexercised and exercisable on the date on which the Participant's Service terminated, may be exercised by the Participant's legal representative or other person who acquired the right to exercise the Option by reason of the Participant's death at any time prior to the expiration of one (1) year) (or such longer period of time as determined by the Committee, in its discretion) after the date on which the Participant's Service terminated, but in any event no later than the Option Expiration Date. The Participant's Service shall be deemed to have terminated on account of death if the Participant dies within ninety (90) days (or such longer period of time as determined by the Committee, in its discretion) after the Participant's termination of Service.

(iii) Termination for Cause. Notwithstanding any other provision of the Plan to the contrary, if the Participant's Service is terminated for Cause, the Option shall terminate and cease to be exercisable immediately upon such termination of Service.

(iv) Other Termination of Service. If the Participant's Service terminates for any reason, except Disability, death or Cause, the Option, to the extent unexercised and exercisable by the Participant on the date on which the Participant's Service terminated, may be exercised by the Participant at any time prior to the expiration of ninety (90) days (or such longer period of time as determined by the Committee, in its discretion) after the date on which the Participant's Service terminated, but in any event no later than the Option Expiration Date.

(b) Extension if Exercise Prevented by Law. Notwithstanding the foregoing, other than termination of Service for Cause, if the exercise of an Option within the applicable time periods set forth in Section 6.4(a) is prevented by the provisions of Section 13 below, the Option shall remain exercisable until ninety (90) days (or with respect to a Nonstatutory Option such longer period of time as determined by the Committee, in its discretion) after the date the Participant is notified by the Company that the Option is exercisable, but in any event no later than the Option Expiration Date.

(c) Extension if Participant Subject to Section 16(b). Notwithstanding the foregoing, other than termination of Service for Cause, if a sale within the applicable time periods set forth in Section 6.4(a) of shares acquired upon the exercise of a Nonstatutory Option would subject the Participant to suit under Section 16(b) of the Exchange Act, the Nonstatutory Option shall remain exercisable until the earliest to occur of (i) the tenth (10th) day following the date on which a sale of such shares by the Participant would no longer be subject to such suit, (ii) the one hundred and ninetieth (190th) day after the Participant's termination of Service, or (iii) the Option Expiration Date.

6.5 Transferability of Options. During the lifetime of the Participant, an Option shall be exercisable only by the Participant or the Participant's guardian or legal representative. Prior to the issuance of shares of Stock upon the exercise of an Option, the Option shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the Participant or the Participant's beneficiary, except transfer by will or by the laws of descent and distribution.

7. TERMS AND CONDITIONS OF STOCK APPRECIATION RIGHTS. Stock Appreciation Rights shall be evidenced by Award Agreements specifying the number of shares of Stock subject to the Award, in such form as the Committee shall from time to time establish. No SAR or purported SAR shall be a valid and binding obligation of the Company unless evidenced by a fully executed Award Agreement. Award Agreements evidencing SARs may incorporate all or any of the terms of the Plan by reference and shall comply with and be subject to the following terms and conditions:

7.1 Types of SARs Authorized. SARs may be granted in tandem with all or any portion of a related Option (a “**Tandem SAR**”) or may be granted independently of any Option (a “**Freestanding SAR**”).

7.2 Exercise Price. The exercise price for each SAR shall be established in the discretion of the Committee; provided, however, that (a) the exercise price per share subject to a Tandem SAR shall be the exercise price per share under the related Option and (b) the exercise price per share subject to a Freestanding SAR shall be not less than the Fair Market Value of a share of Stock on the effective date of grant of the SAR.

7.3 Exercisability and Term of SARs.

(a) Tandem SARs. Tandem SARs shall be exercisable only at the time and to the extent, and only to the extent, that the related Option is exercisable, subject to such provisions as the Committee may specify where the Tandem SAR is granted with respect to less than the full number of shares of Stock subject to the related Option. The Committee may, in its discretion, provide in any Award Agreement evidencing a Tandem SAR that such SAR may not be exercised without the advance approval of the Company and, if such approval is not given, then the Option shall nevertheless remain exercisable in accordance with its terms. A Tandem SAR shall terminate and cease to be exercisable no later than the date on which the related Option expires or is terminated or canceled. Upon the exercise of a Tandem SAR with respect to some or all of the shares subject to such SAR, the related Option shall be canceled automatically as to the number of shares with respect to which the Tandem SAR was exercised. Upon the exercise of an Option related to a Tandem SAR as to some or all of the shares subject to such Option, the related Tandem SAR shall be canceled automatically as to the number of shares with respect to which the related Option was exercised.

(b) Freestanding SARs. Freestanding SARs shall be exercisable at such time or times, or upon such event or events, and subject to such terms, conditions, performance criteria and restrictions as shall be determined by the Committee and set forth in the Award Agreement evidencing such SAR; provided, however, that no Freestanding SAR shall be exercisable after the expiration of five (5) years after the effective date of grant of such SAR.

7.4 Exercise of SARs. Upon the exercise (or deemed exercise pursuant to Section 7.5) of an SAR, the Participant (or the Participant’s legal representative or other person who acquired the right to exercise the SAR by reason of the Participant’s death) shall be entitled to receive payment of an amount for each share with respect to which the SAR is exercised equal to the excess, if any, of the Fair Market Value of a share of Stock on the date of exercise of the SAR over the exercise price. Payment of such amount shall be made in cash, shares of Stock, or any combination thereof as determined by the Committee. Unless otherwise provided in the Award Agreement evidencing such SAR, payment shall be made in a lump sum as soon as practicable following the date of exercise of the SAR. The Award Agreement evidencing any SAR may provide for payment in a lump sum or deferred payment in installments. When payment is to be made in shares of Stock, the number of shares to be issued shall be determined on the basis of the Fair Market Value of a share of Stock on the date of exercise of the SAR. For purposes of Section 7, an SAR shall be deemed exercised on the date on which the Company receives notice of exercise from the Participant.

7.5 Deemed Exercise of SARs. If, on the date on which an SAR would otherwise terminate or expire, the SAR by its terms remains exercisable immediately prior to such termination or expiration and, if so exercised, would result in a payment to the holder of such SAR, then any portion of such SAR which has not previously been exercised shall automatically be deemed to be exercised as of such date with respect to such portion and payment shall be made to the Participant (or such Participant's legal representative or other person who acquired the right to receive such payment by reason of the Participant's death).

7.6 Effect of Termination of Service. Subject to earlier termination of the SAR as otherwise provided herein and unless otherwise provided by the Committee in the grant of an SAR and set forth in the Award Agreement, an SAR shall be exercisable after a Participant's termination of Service only during the applicable time period determined in accordance with Section 6.4 (treating the SAR as if it were an Option) and thereafter shall terminate.

7.7 Nontransferability of SARs. During the lifetime of the Participant, an SAR shall be exercisable only by the Participant or the Participant's guardian or legal representative. Prior to the exercise of an SAR, the SAR shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the Participant or the Participant's beneficiary, except transfer by will or by the laws of descent and distribution.

8. TERMS AND CONDITIONS OF RESTRICTED STOCK AWARDS. Restricted Stock Awards shall be evidenced by Award Agreements specifying the number of shares of Stock subject to the Award, in such form as the Committee shall from time to time establish. No Restricted Stock Award or purported Restricted Stock Award shall be a valid and binding obligation of the Company unless evidenced by a fully executed Award Agreement. Award Agreements evidencing Restricted Stock Awards may incorporate all or any of the terms of the Plan by reference and shall comply with and be subject to the following terms and conditions:

8.1 Restricted Stock Awards Authorized. Restricted Stock Awards may be granted upon such conditions as the Committee shall determine, including, without limitation, upon the attainment of one or more Performance Goals described in Section 9.4. If either the grant of a Restricted Stock Award or the lapsing of the Restriction Period is to be contingent upon the attainment of one or more Performance Goals, the Committee shall follow procedures substantially equivalent to those set forth in Sections 9.3 through 9.5(a).

8.2 Vesting and Restrictions on Transfer. Shares issued pursuant to any Restricted Stock Award may or may not be made subject to Vesting Conditions based upon the satisfaction of such Service requirements, conditions, restrictions or performance criteria, including, without limitation, Performance Goals as described in Section 9.4, as shall be established by the Committee and set forth in the Award Agreement evidencing such Award. During any Restriction Period in which shares acquired pursuant to a Restricted Stock Award remain subject to Vesting Conditions, such shares may not be sold, exchanged, transferred, pledged, assigned or otherwise disposed of other than pursuant to an Ownership Change Event, as defined in Section 13.1, or as provided in Section 8.5. Upon request by the Company, each Participant shall execute any agreement evidencing such transfer restrictions prior to the receipt of shares of Restricted Stock and shall promptly present to the Company any and all certificates representing shares of Restricted Stock acquired hereunder for the placement on such certificates of appropriate legends evidencing any such transfer restrictions.

8.3 Voting Rights; Dividends and Distributions. Except as provided in this Section 8.3 and any Award Agreement, during the Restriction Period applicable to shares subject to a Restricted Stock Award, the Participant shall have all of the rights of a shareholder of the Company holding shares of Stock, including the right to vote such shares and to receive all dividends and other distributions paid with respect to such shares. However, in the event of a dividend or distribution paid in shares of Stock or any other adjustment made upon a change in the capital structure of the Company as described

in Section 4.2, then any and all new, substituted or additional securities or other property (other than normal cash dividends) to which the Participant is entitled by reason of the Participant's Restricted Stock Award shall be immediately subject to the same Vesting Conditions as the shares subject to the Restricted Stock Award with respect to which such dividends or distributions were paid or adjustments were made.

8.4 Effect of Termination of Service. Unless otherwise provided by the Committee in the grant of a Restricted Stock Award and set forth in the Award Agreement, if a Participant's Service terminates for any reason, whether voluntary or involuntary (including the Participant's death or disability), then the Participant shall forfeit to the Company any shares acquired by the Participant pursuant to a Restricted Stock Award which remain subject to Vesting Conditions as of the date of the Participant's termination of Service.

8.5 Nontransferability of Restricted Stock Award Rights. Prior to the issuance of shares of Stock pursuant to a Restricted Stock Award, rights to acquire such shares shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance or garnishment by creditors of the Participant or the Participant's beneficiary, except transfer by will or the laws of descent and distribution. All rights with respect to a Restricted Stock Award granted to a Participant hereunder shall be exercisable during his or her lifetime only by such Participant or the Participant's guardian or legal representative.

8.6 Issuance and Delivery of Shares. Any Restricted Stock granted under the Plan shall be issued at the time such Awards are granted and may be evidenced in such manner as the Committee may deem appropriate, including book-entry registration or issuance of a stock certificate or certificates, which certificate or certificates shall be held by the Company (or in an escrow established by the Company). Such certificate or certificates shall be registered in the name of the Participant and shall bear an appropriate legend referring to the restrictions applicable to such Restricted Stock. Shares representing Restricted Stock that is no longer subject to restrictions shall be delivered to the Participant promptly after the applicable restrictions lapse or are waived.

9. TERMS AND CONDITIONS OF PERFORMANCE AWARDS. Performance Awards shall be evidenced by Award Agreements in such form as the Committee shall from time to time establish. No Performance Award or purported Performance Award shall be a valid and binding obligation of the Company unless evidenced by a fully executed Award Agreement. Award Agreements evidencing Performance Awards may incorporate all or any of the terms of the Plan by reference and shall comply with and be subject to the following terms and conditions:

9.1 Types of Performance Awards Authorized. Performance Awards may be in the form of either Performance Shares or Performance Units. Each Award Agreement evidencing a Performance Award shall specify the number of Performance Shares or Performance Units subject thereto, the Performance Award Formula, the Performance Goal(s) and Performance Period applicable to the Award, and the other terms, conditions and restrictions of the Award.

9.2 Initial Value of Performance Shares and Performance Units. Unless otherwise provided by the Committee in granting a Performance Award, each Performance Share shall have an initial value equal to the Fair Market Value of one (1) share of Stock, subject to adjustment as provided in Section 4.2, on the effective date of grant of the Performance Share, and each Performance Unit shall have an initial value of one hundred dollars (\$100). The final value payable to the Participant in settlement of a Performance Award determined on the basis of the applicable Performance Award Formula will depend on the extent to which Performance Goals established by the Committee are attained within the applicable Performance Period established by the Committee.

9.3 Establishment of Performance Period, Performance Goals and Performance Award Formula. In granting each Performance Award, the Committee shall establish in writing the



applicable Performance Period, Performance Award Formula and one or more Performance Goals which, when measured at the end of the Performance Period, shall determine on the basis of the Performance Award Formula the final value of the Performance Award to be paid to the Participant. Unless otherwise permitted in compliance with the requirements under Section 162(m) with respect to “**performance-based compensation**,” the Committee shall establish the Performance Goal(s) and Performance Award Formula applicable to each Performance Award no later than the earlier of (a) the date ninety (90) days after the commencement of the applicable Performance Period or (b) the date on which 25% of the Performance Period has elapsed, and, in any event, at a time when the outcome of the Performance Goals remains substantially uncertain. Once established, the Performance Goals and Performance Award Formula shall not be changed during the Performance Period. The Company shall notify each Participant granted a Performance Award of the terms of such Award, including the Performance Period, Performance Goal(s) and Performance Award Formula.

9.4 Measurement of Performance Goals. Performance Goals shall be established by the Committee on the basis of targets to be attained (“**Performance Targets**”) with respect to one or more measures of business or financial performance (each, a “**Performance Measure**”), subject to the following:

(a) Performance Measures. Performance Measures shall have the same meanings as used in the Company’s financial statements, or, if such terms are not used in the Company’s financial statements, they shall have the meaning applied pursuant to generally accepted accounting principles, or as used generally in the financial banking industry. Performance Measures shall be calculated with respect to the Company and each Subsidiary Corporation consolidated therewith for financial reporting purposes or such division or other business unit as may be selected by the Committee. For purposes of the Plan, unless otherwise determined by the Committee at the time the Committee establishes the Performance Goal(s) and Performance Award Formula applicable to a Performance Award, the Performance Measures applicable to a Performance Award shall be calculated in accordance with generally accepted accounting principles, but prior to the accrual or payment of any Performance Award for the same Performance Period and excluding the effect (whether positive or negative) of any change in accounting standards or any extraordinary, unusual or nonrecurring item, as determined by the Committee, occurring after the establishment of the Performance Goals applicable to the Performance Award. Performance Measures may be one or more of the following, as determined by the Committee: revenue, costs, expenses (including expense efficiency ratios and other expense measures), earnings (including one or more of net profit after tax, gross profit, operating profit, earnings before interest and taxes, earnings before interest, taxes, depreciation and amortization and net earnings), earnings per share, earnings per share from continuing operations, operating income, pre-tax income, operating income margin, net income, margins (including one or more of gross, operating and net income margins), returns (including one or more of return on actual or proforma assets, net assets, equity, investment, capital and net capital employed), shareholder return (including total shareholder return relative to an index or peer group), stock price, growth of loans and deposits, economic value added, cash generation, cash flow, unit volume, working capital, market share, cost reductions and strategic plan development and implementation. Such goals may reflect absolute entity or business unit performance or a relative comparison to the performance of a peer group of entities or other external measure of the selected performance criteria. Pursuant to rules and conditions adopted by the Committee on or before the 90th day of the applicable performance period for which Performance Goals are established, the Committee may appropriately adjust (provided the outcome remains substantially uncertain) any evaluation of performance under such goals to exclude the effect of certain events, including any of the following events: asset write-downs; litigation or claim judgments or settlements; changes in tax law, accounting principles or other such laws or provisions affecting reported results; severance,

contract termination and other costs related to exiting certain business activities; and gains or losses from the disposition of businesses or assets or from the early extinguishment of debt.

(b) Performance Targets. Performance Targets may include a minimum, maximum, target level and intermediate levels of performance, with the final value of a Performance Award determined under the applicable Performance Award Formula by the level attained during the applicable Performance Period. A Performance Target may be stated as an absolute value or as a value determined relative to a standard selected by the Committee.

#### 9.5 Settlement of Performance Awards.

(a) Determination of Final Value. As soon as practicable following the completion of the Performance Period applicable to a Performance Award, the Committee shall certify in writing the extent to which the applicable Performance Goals have been attained and the resulting final value of the Award earned by the Participant and to be paid upon its settlement in accordance with the applicable Performance Award Formula.

(b) Discretionary Adjustment of Award Formula. In its discretion, the Committee may, either at the time it grants a Performance Award or at any time thereafter, provide for the positive or negative adjustment of the Performance Award Formula applicable to a Performance Award granted to any Participant who is not a “covered employee” within the meaning of Section 162(m) (a “Covered Employee”) to reflect such Participant’s individual performance in his or her position with the Company or such other factors as the Committee may determine. If permitted under a Covered Employee’s Award Agreement, the Committee shall have the discretion, on the basis of such criteria as may be established by the Committee, to reduce some or all of the value of the Performance Award that would otherwise be paid to the Covered Employee upon its settlement notwithstanding the attainment of any Performance Goal and the resulting value of the Performance Award determined in accordance with the Performance Award Formula. No such reduction may result in an increase in the amount payable upon settlement of another Participant’s Performance Award.

(c) Effect of Leaves of Absence. Unless otherwise required by law, payment of the final value, if any, of a Performance Award held by a Participant who has taken in excess of thirty (30) days in leaves of absence during a Performance Period shall be prorated on the basis of the number of days of the Participant’s Service during the Performance Period during which the Participant was not on a leave of absence.

(d) Notice to Participants. As soon as practicable following the Committee’s determination and certification in accordance with Sections 9.5(a) and (b), the Company shall notify each Participant of the determination of the Committee.

(e) Payment in Settlement of Performance Awards. As soon as practicable following the Committee’s determination and certification in accordance with Sections 9.5(a) and (b), payment shall be made to each eligible Participant (or such Participant’s legal representative or other person who acquired the right to receive such payment by reason of the Participant’s death) of the final value of the Participant’s Performance Award. Payment of such amount shall be made in cash, shares of Stock, or a combination thereof as determined by the Committee. Unless otherwise provided in the Award Agreement evidencing a Performance Award, payment shall be made in a lump sum. In no event shall payment of a Performance Award be made later than the 15th day of the third month following the taxable year of the Participant in which the Participant has a legally binding right to the Performance Award.

(f) Provisions Applicable to Payment in Shares. If payment is to be made in shares of Stock, the number of such shares shall be determined by dividing the final value of the Performance Award by the Fair Market Value of a share of Stock. Shares of Stock issued in payment of any Performance Award may be fully vested and freely transferable shares or may be shares of Stock subject to Vesting Conditions as provided in Section 8.2. Any shares subject to Vesting Conditions shall be evidenced by an appropriate Award Agreement and shall be subject to the provisions of Sections 8.2 through 8.5 above.

9.6 Voting Rights; Dividend Equivalent Rights and Distributions. Participants shall have no voting rights with respect to shares of Stock represented by Performance Share Awards until the date of the issuance of such shares, if any (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). However, the Committee, in its discretion, may provide in the Award Agreement evidencing any Performance Share Award that the Participant shall be entitled to receive Dividend Equivalents with respect to the payment of cash dividends on Stock having a record date prior to the date on which the Performance Shares are settled or forfeited. Such Dividend Equivalents, if any, shall be credited to the Participant in the form of additional whole Performance Shares as of the date of payment of such cash dividends on Stock. The number of additional Performance Shares (rounded to the nearest whole number) to be so credited shall be determined by dividing (a) the amount of cash dividends paid on such date with respect to the number of shares of Stock represented by the Performance Shares previously credited to the Participant by (b) the Fair Market Value per share of Stock on such date. Dividend Equivalents may be paid currently or may be accumulated and paid to the extent that Performance Shares become nonforfeitable, as determined by the Committee in the Award Agreement. Settlement of Dividend Equivalents may be made in cash, shares of Stock, or a combination thereof as determined by the Committee in the Award Agreement, and may be paid on the same basis as settlement of the related Performance Share as provided in Section 9.5. Dividend Equivalents shall not be paid with respect to Performance Units. In the event of a dividend or distribution paid in shares of Stock or any other adjustment made upon a change in the capital structure of the Company as described in Section 4.2, appropriate adjustments shall be made in the Participant's Performance Share Award so that it represents the right to receive upon settlement any and all new, substituted or additional securities or other property (other than normal cash dividends) to which the Participant would be entitled by reason of the shares of Stock issuable upon settlement of the Performance Share Award, and all such new, substituted or additional securities or other property shall be immediately subject to the same Performance Goals as are applicable to the Award.

9.7 Effect of Termination of Service. Unless otherwise provided by the Committee in the grant of a Performance Award and set forth in the Award Agreement, the effect of a Participant's termination of Service on the Performance Award shall be as follows:

(a) Death or Disability. If the Participant's Service terminates because of the death or Disability of the Participant before the completion of the Performance Period applicable to the Performance Award, the final value of the Participant's Performance Award shall be determined by the extent to which the applicable Performance Goals have been attained with respect to the entire Performance Period and shall be prorated based on the number of months of the Participant's Service during the Performance Period. Payment shall be made following the end of the Performance Period within the time period specified by Section 9.5(e) in any manner permitted by Section 9.5.

(b) Other Termination of Service. If the Participant's Service terminates for any reason except death or Disability before the completion of the Performance Period applicable to the Performance Award, such Award shall be forfeited in its entirety; provided, however, that in the event of an involuntary termination of the Participant's Service, the Committee, in its sole discretion, may waive the automatic forfeiture of all or any portion of any such Award.

9.8 Nontransferability of Performance Awards. Prior to settlement in accordance with the provisions of the Plan, no Performance Award shall be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the Participant or the Participant's beneficiary, except transfer by will or by the laws of descent and distribution. All rights with respect to a Performance Award granted to a Participant hereunder shall be exercisable during his or her lifetime only by such Participant or the Participant's guardian or legal representative.

10. TERMS AND CONDITIONS OF RESTRICTED STOCK UNIT AWARDS. Restricted Stock Unit Awards shall be evidenced by Award Agreements specifying the number of Restricted Stock Units subject to the Award, in such form as the Committee shall from time to time establish. No Restricted Stock Unit Award or purported Restricted Stock Unit Award shall be a valid and binding obligation of the Company unless evidenced by a fully executed Award Agreement. Award Agreements evidencing Restricted Stock Units may incorporate all or any of the terms of the Plan by reference and shall comply with and be subject to the following terms and conditions:

10.1 Grant of Restricted Stock Unit Awards. Restricted Stock Unit Awards may be granted upon such conditions as the Committee shall determine, including, without limitation, upon the attainment of one or more Performance Goals described in Section 9.4. If either the grant of a Restricted Stock Unit Award or the Vesting Conditions with respect to such Award is to be contingent upon the attainment of one or more Performance Goals, the Committee shall follow procedures substantially equivalent to those set forth in Sections 9.3 through 9.5(a).

10.2 Purchase Price. No monetary payment (other than applicable tax withholding, if any) shall be required as a condition of receiving a Restricted Stock Unit Award.

10.3 Vesting. Restricted Stock Units may or may not be made subject to Vesting Conditions based upon the satisfaction of such Service requirements, conditions, restrictions or performance criteria, including, without limitation, Performance Goals as described in Section 9.4, as shall be established by the Committee and set forth in the Award Agreement evidencing such Award.

10.4 Voting Rights, Dividend Equivalent Rights and Distributions. Participants shall have no voting rights with respect to shares of Stock represented by Restricted Stock Units until the date of the issuance of such shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). However, the Committee, in its discretion, may provide in the Award Agreement evidencing any Restricted Stock Unit Award that the Participant shall be entitled to receive Dividend Equivalents with respect to the payment of cash dividends on Stock having a record date prior to date on which Restricted Stock Units held by such Participant are settled. Such Dividend Equivalents, if any, shall be paid by crediting the Participant with additional whole Restricted Stock Units as of the date of payment of such cash dividends on Stock. The number of additional Restricted Stock Units (rounded to the nearest whole number) to be so credited shall be determined by dividing (a) the amount of cash dividends paid on such date with respect to the number of shares of Stock represented by the Restricted Stock Units previously credited to the Participant by (b) the Fair Market Value per share of Stock on such date. Such additional Restricted Stock Units shall be subject to the same terms and conditions and shall be settled in the same manner and at the same time (or as soon thereafter as practicable) as the Restricted Stock Units originally subject to the Restricted Stock Unit Award. In the event of a dividend or distribution paid in shares of Stock or any other adjustment made upon a change in the capital structure of the Company as described in Section 4.2, appropriate adjustments shall be made in the Participant's Restricted Stock Unit Award so that it represents the right to receive upon settlement any and all new, substituted or additional securities or other property (other than normal cash dividends) to which the Participant would be entitled by reason of the shares of Stock issuable upon settlement of the Award, and all such new,

substituted or additional securities or other property shall be immediately subject to the same Vesting Conditions as are applicable to the Award.

10.5 Effect of Termination of Service. Unless otherwise provided by the Committee in the grant of a Restricted Stock Unit Award and set forth in the Award Agreement, if a Participant's Service terminates for any reason, whether voluntary or involuntary (including the Participant's death or disability), then the Participant shall forfeit to the Company any Restricted Stock Units pursuant to the Award which remain subject to Vesting Conditions as of the date of the Participant's termination of Service.

10.6 Settlement of Restricted Stock Unit Awards. The Company shall issue to a Participant on the earlier of the date on which Restricted Stock Units subject to the Participant's Restricted Stock Unit Award satisfy applicable Vesting Conditions or on such other date determined by the Committee, in its discretion and set forth in the Award Agreement but no later than the 15<sup>th</sup> day of the third month following the taxable year of the Participant in which the Participant has satisfied the applicable Vesting Conditions, one (1) share of Stock (and/or any other new, substituted or additional securities or other property pursuant to an adjustment described in Section 10.4) for each Restricted Stock Unit then becoming vested or otherwise to be settled on such date, subject to the withholding of applicable taxes.

10.7 Nontransferability of Restricted Stock Unit Awards. Prior to the issuance of shares of Stock in settlement of a Restricted Stock Unit Award, the Award shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the Participant or the Participant's beneficiary, except transfer by will or by the laws of descent and distribution. All rights with respect to a Restricted Stock Unit Award granted to a Participant hereunder shall be exercisable during his or her lifetime only by such Participant or the Participant's guardian or legal representative.

## 11. STANDARD FORMS OF AWARD AGREEMENT.

11.1 Award Agreements. Each Award shall comply with and be subject to the terms and conditions set forth in the appropriate form of Award Agreement approved by the Committee and as amended from time to time. Any Award Agreement may consist of an appropriate form of Notice of Grant and a form of Agreement incorporated therein by reference, or such other form or forms as the Committee may approve from time to time.

11.2 Authority to Vary Terms. The Committee shall have the authority from time to time to vary the terms of any standard form of Award Agreement either in connection with the grant or amendment of an individual Award or in connection with the authorization of a new standard form or forms; provided, however, that the terms and conditions of any such new, revised or amended standard form or forms of Award Agreement are not inconsistent with the terms of the Plan.

## 12. CHANGE IN CONTROL.

### 12.1 Definitions.

(a) An "**Ownership Change Event**" shall be deemed to have occurred if any of the following occurs with respect to the Company: (i) the direct or indirect sale or exchange in a single or series of related transactions by the shareholders of the Company of more than fifty percent (50%) of the voting stock of the Company; (ii) a merger, reorganization or consolidation in which the Company is a party; (iii) the sale, exchange, or transfer of all or substantially all of the assets of the Company (other than a sale, exchange or transfer to one or more subsidiaries of the Company); or (iv) a liquidation or dissolution of the Company.

(b) A "**Change in Control**" shall mean (i) an Ownership Change Event or series of related Ownership Change Events (collectively, a "**Transaction**") in which the shareholders of the

Company immediately before the Transaction do not retain immediately after or acquire in the Transaction, in substantially the same proportions as their ownership of shares of the Company's voting stock immediately before the Transaction, direct or indirect beneficial ownership of more than fifty percent (50%) of the total combined voting power of the outstanding voting securities of the Company, or in the case of an Ownership Change Event described in Section 12.1(a)(iii), the entity to which the assets of the Company were transferred (the "Transferee"), (ii) a sale of equity securities of the Company representing more than fifty percent (50%) of the total combined voting power of the outstanding voting securities of the Company, or (iii) a liquidation or dissolution of the Company. For purposes of the preceding sentence, indirect beneficial ownership shall include, without limitation, an interest resulting from ownership of the voting securities of one or more corporations or other business entities which own the Company or the Transferee, as the case may be, either directly or through one or more subsidiary corporations or other business entities. The Committee shall have the right to determine whether multiple sales or exchanges of the voting securities of the Company or multiple Ownership Change Events are related, and its determination shall be final, binding and conclusive. Notwithstanding the foregoing, in the case of an Award that is not exempt from Section 409A but rather is subject to Section 409A, (A) the exercise of the Committee's discretion shall be strictly ministerial and not involve the exercise of any discretionary authority, and (B) in no event shall a Transaction be treated as a Change in Control unless such event also qualifies as a change in ownership or effective control of a corporation, or a change in the ownership of a substantial portion of the assets of a corporation within the meaning of Treasury Regulations Section 1.409A-3(i)(5).

12.2 Effect of Change in Control on Options. Upon a Change of Control (i) the Company shall deliver to each Participant, no less than thirty (30) days prior to the consummation of the Change of Control, written notification of the proposed Change of Control and the Participant's right to exercise all Options granted pursuant to this Plan, whether or not vested under the Plan or applicable Option Award Agreement, and (ii) all outstanding Options granted pursuant to the Plan shall completely vest and become immediately exercisable as to all shares granted pursuant to the Option immediately prior to such Change of Control. This right of exercise shall be conditional upon consummation of the Change of Control. Upon the occurrence of the Change of Control all then outstanding Options shall terminate; provided, however, that any outstanding Options not exercised as of the occurrence of the Change of Control shall not terminate if there is a successor corporation which assumes the outstanding Options or substitutes for such Options, new options covering the stock of the successor corporation with appropriate adjustments as to the number and kind of shares and prices. Notwithstanding anything to the contrary herein, each adjustment made to an Incentive Stock Option shall comply with the rules of Section 424(a) of the Code, and no adjustment shall be made that would cause any Incentive Stock Option to become a Nonstatutory Stock Option.

12.3 Effect of Change of Control on SAR Awards. Notwithstanding any other provision of the Plan to the contrary, the Committee, in its sole discretion, may provide in any Award Agreement or, in the event of a Change in Control, may take such actions as it deems appropriate to provide for the acceleration of the exercisability and vesting in connection with such Change in Control of any or all outstanding SARs and shares acquired upon the exercise of such SARs upon such conditions and to such extent as the Committee shall determine.

12.4 Effect of Change in Control on Restricted Stock Awards. Each Award Agreement evidencing a Restricted Stock Award shall provide in the event of a Change in Control for the lapse of the Restriction Period applicable to the shares subject to the Restricted Stock Award held by a Participant whose Service has not terminated prior to the Change in Control, effective immediately prior to and conditioned upon the Change in Control.

12.5 Effect of Change in Control on Performance Awards. The Committee may, in its discretion, provide in any Award Agreement evidencing a Performance Award that, in the event of a

Change in Control, the Performance Award held by a Participant whose Service has not terminated prior to the Change in Control shall become payable effective as of the date of the Change in Control to such extent as specified in such Award Agreement.

12.6 Effect of Change in Control on Restricted Stock Unit Awards. Each Award Agreement evidencing a Restricted Stock Unit Award shall provide that the Restricted Stock Unit Award held by a Participant whose Service has not terminated prior to the Change in Control shall be settled effective immediately prior to and conditioned upon the Change in Control.

13. COMPLIANCE WITH SECURITIES LAW. The grant of Awards and the issuance of shares of Stock pursuant to any Award shall be subject to compliance with all applicable requirements of federal, state and foreign law with respect to such securities and the requirements of any stock exchange or market system upon which the Stock may then be listed. In addition, no Award may be exercised or shares issued pursuant to an Award unless (a) a registration statement under the Securities Act shall at the time of such exercise or issuance be in effect with respect to the shares issuable pursuant to the Award or (b) in the opinion of legal counsel to the Company, the shares issuable pursuant to the Award may be issued in accordance with the terms of an applicable exemption from the registration requirements of the Securities Act. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Company's legal counsel to be necessary to the lawful issuance and sale of any shares hereunder shall relieve the Company of any liability in respect of the failure to issue or sell such shares as to which such requisite authority shall not have been obtained. As a condition to issuance of any Stock, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate, to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company.

14. TAX WITHHOLDING.

14.1 Tax Withholding in General. The Company shall have the right to deduct from any and all payments made under the Plan, or to require the Participant, through payroll withholding, cash payment or otherwise, including by means of a Cashless Exercise of an Option, to make adequate provision for, the federal, state, local and foreign taxes, if any, required by law to be withheld by the Participating Company Group with respect to an Award or the shares acquired pursuant thereto. The Company shall have no obligation to deliver shares of Stock, to release shares of Stock from an escrow established pursuant to an Award Agreement, or to make any payment in cash under the Plan until the Participating Company Group's tax withholding obligations have been satisfied by the Participant.

14.2 Withholding in Shares. The Company shall have the right, but not the obligation, to deduct from the shares of Stock issuable to a Participant upon the exercise or settlement of an Award, or to accept from the Participant the tender of, a number of whole shares of Stock having a Fair Market Value, as determined by the Company, equal to all or any part of the tax withholding obligations of the Participating Company Group. The Fair Market Value of any shares of Stock withheld or tendered to satisfy any such tax withholding obligations shall not exceed the amount determined by the applicable minimum statutory withholding rates.

15. AMENDMENT OR TERMINATION OF PLAN. The Committee may amend, suspend or terminate the Plan at any time. However, without the approval of the Company's shareholders, there shall be (a) no increase in the maximum aggregate number of shares of Stock that may be issued under the Plan (except by operation of the provisions of Section 4.2), (b) no change in the class of persons eligible to receive Incentive Stock Options, and (c) no other amendment of the Plan that would require approval of the Company's shareholders under any applicable law, regulation or rule. No amendment, suspension or termination of the Plan shall affect any then outstanding Award unless expressly provided by the Committee. In any event, no amendment, suspension or termination of the Plan may adversely affect any then outstanding Award without the consent of the Participant unless necessary to comply with any applicable law, regulation or rule.

## 16. MISCELLANEOUS PROVISIONS.

16.1 Provision of Information. Each Participant shall be given access to information concerning the Company equivalent to that information generally made available to the Company's common shareholders.

16.2 Rights as Employee, Consultant or Director. No person, even though eligible pursuant to Section 5, shall have a right to be selected as a Participant, or, having been so selected, to be selected again as a Participant. Nothing in the Plan or any Award granted under the Plan shall confer on any Participant a right to remain an Employee, Consultant or Director or interfere with or limit in any way any right of a Participating Company to terminate the Participant's Service at any time. To the extent that an Employee of a Participating Company other than the Company receives an Award under the Plan, that Award shall in no event be understood or interpreted to mean that the Company is the Employee's employer or that the Employee has an employment relationship with the Company.

16.3 Rights as a Shareholder. A Participant shall have no rights as a shareholder with respect to any shares covered by an Award until the date of the issuance of such shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). No adjustment shall be made for dividends, distributions or other rights for which the record date is prior to the date such shares are issued, except as provided in Section 4.2 or another provision of the Plan.

16.4 Section 409A Provisions. Notwithstanding anything in the Plan or any Award Agreement to the contrary, to the extent that any amount or benefit that constitutes "deferred compensation" to a Participant under Section 409A of the Code and applicable guidance thereunder is otherwise payable or distributable to a Participant under the Plan or any Award Agreement solely by reason of the occurrence of a Change in Control or due to the Participant's disability or "separation from service" (as such term is defined under Section 409A), such amount or benefit will not be payable or distributable to the Participant by reason of such circumstance unless the Committee determines in good faith that (i) the circumstances giving rise to such Change in Control, disability or separation from service meet the definition of a change in ownership or control, disability, or separation from service, as the case may be, in Section 409A(a)(2)(A) of the Code and Treasury Regulations, or (ii) the payment or distribution of such amount or benefit would be exempt from the application of Section 409A by reason of the short-term deferral exemption or otherwise. Any payment or distribution that otherwise would be made to a Participant who is a Specified Employee (as determined by the Committee in good faith) on account of separation from service may not be made before the date which is six (6) months after the date of the Specified Employee's separation from service unless the payment or distribution is exempt from the application of Section 409A by reason of the short term deferral exemption or otherwise.

16.5 Fractional Shares. The Company shall not be required to issue fractional shares upon the exercise or settlement of any Award.

16.6 Severability. If any one or more of the provisions (or any part thereof) of this Plan shall be held invalid, illegal or unenforceable in any respect, such provision shall be modified so as to make it valid, legal and enforceable, and the validity, legality and enforceability of the remaining provisions (or any part thereof) of the Plan shall not in any way be affected or impaired thereby.

16.7 Beneficiary Designation. Subject to applicable laws and procedures, each Participant may file with the Company a written designation of a beneficiary who is to receive any benefit under the Plan to which the Participant is entitled in the event of such Participant's death before he or she receives any or all of such benefit. Each designation will revoke all prior designations by the same Participant, shall be in a form prescribed by the Company, and will be effective only when filed by the Participant in writing with the Company during the Participant's lifetime. If a married Participant



designates a beneficiary other than the Participant's spouse, the effectiveness of such designation may be subject to the consent of the Participant's spouse. If a Participant dies without an effective designation of a beneficiary who is living at the time of the Participant's death, the Company will pay any remaining unpaid benefits to the Participant's legal representative.

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HERITAGE COMMERCE CORP  
**2016 Annual Report on Form 10-K**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

(MARK ONE)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

or the fiscal year ended December 31, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM TO

Commission file number 000-23877

**Heritage Commerce Corp**

*(Exact name of Registrant as Specified in its Charter)*

**California**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**77-0469558**  
*(I.R.S. Employer  
Identification Number)*

**150 Almaden Boulevard  
San Jose, California 95113**  
*(Address of Principal Executive Offices including Zip Code)*

**(408) 947-6900**  
*(Registrant's Telephone Number, Including Area Code)*

**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class	Name of Each Exchange on which Registered
Common Stock, no par value	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10 -K, or any amendment to this Form 10 -K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "small reporting company" in Rule 12b -2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the common stock held by non-affiliates of the Registrant as of June 30, 2016, based upon the closing price on that date of \$10.53 per share as reported on the NASDAQ Global Select Market, and 19,786,746 shares held, was approximately \$208.4 million.

As of February 15, 2017, there were 37,944,319 shares of the Registrant's common stock (no par value) outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the 2017 Annual Meeting of Shareholders to be held on May 25, 2017 are incorporated by reference into Part III of this Report. The proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the Registrant's fiscal year ended December 31, 2016.

**HERITAGE COMMERCE CORP**  
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**FOR YEAR ENDED DECEMBER 31, 2016**

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## Cautionary Note Regarding Forward-Looking Statements

This Report on Form 10-K contains various statements that may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, Rule 3b-6 promulgated thereunder and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These forward-looking statements often can be, but are not always, identified by the use of words such as “assume,” “expect,” “intend,” “plan,” “project,” “believe,” “estimate,” “predict,” “anticipate,” “may,” “might,” “should,” “could,” “goal,” “potential” and similar expressions. We base these forward-looking statements on our current expectations and projections about future events, our assumptions regarding these events and our knowledge of facts at the time the statements are made. These statements include statements relating to our projected growth, anticipated future financial performance, and management’s long-term performance goals, as well as statements relating to the anticipated effects on results of operations and financial condition.

These forward looking statements are subject to various risks and uncertainties that may be outside our control and our actual results could differ materially from our projected results. Risks and uncertainties that could cause our financial performance to differ materially from our goals, plans, expectations and projections expressed in forward-looking statements include those set forth in our filings with the Securities and Exchange Commission (“SEC”), Item 1A of this Annual Report on Form 10-K, and the following listed below:

- current and future economic and market conditions in the United States generally or in the communities we serve, including the effects of declines in property values, high unemployment rates and overall slowdowns in economic growth should these events occur;
- effects of and changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Open Market Committee of the Federal Reserve Board;
- changes in inflation, interest rates, and market liquidity which may impact interest margins and impact funding sources;
- volatility in credit and equity markets and its effect on the global economy;
- changes in the competitive environment among financial or bank holding companies and other financial service providers;
- changes in consumer and business spending and saving habits and the related effect on our ability to increase assets and to attract deposits;
- our ability to develop and promote customer acceptance of new products and services in a timely manner;
- risks associated with concentrations in real estate related loans;
- an oversupply of inventory and deterioration in values of California commercial real estate;
- a prolonged slowdown in construction activity;
- other than temporary impairment charges to our securities portfolio;
- changes in the level of nonperforming assets and charge offs and other credit quality measures, and their impact on the adequacy of the Company’s allowance for loan losses and the Company’s provision for loan losses;
- our ability to raise capital or incur debt on reasonable terms;
- regulatory limits on Heritage Bank of Commerce’s ability to pay dividends to the Company;

- changes in our capital management policies, including those regarding business combinations, dividends, and share repurchases, among others;
- operational issues stemming from, and/or capital spending necessitated by, the potential need to adapt to industry changes in information technology systems, on which we are highly dependent;
- our ability to keep pace with technological changes, including our ability to identify and address cyber-security risks such as data security breaches, “denial of service” attacks, “hacking” and identity theft;
- inability of our framework to manage risks associated with our business, including operational risk and credit risk;
- risks of loss of funding of Small Business Administration or SBA loan programs, or changes in those programs;
- effect and uncertain impact on the Company of the enactment of the Dodd Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations promulgated by supervisory and oversight agencies implementing the new legislation;
- effect of lower corporate tax rates if enacted on the Company’s deferred tax asset;
- significant changes in applicable laws and regulations, including those concerning taxes, banking and securities;
- effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;
- costs and effects of legal and regulatory developments, including resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations or reviews;
- availability of and competition for acquisition opportunities;
- risks associated with merger and acquisition integration;
- risks resulting from domestic terrorism;
- risks of natural disasters and other events beyond our control; and
- our success in managing the risks involved in the foregoing factors.

Forward-looking statements speak only as of the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made or to reflect the occurrence of unanticipated events. *You should consider any forward looking statements in light of this explanation, and we caution you about relying on forward-looking statements.*



## PART I

### ITEM 1 — BUSINESS

#### General

Heritage Commerce Corp, a California corporation organized in 1997, is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. We provide a wide range of banking services through Heritage Bank of Commerce, our wholly-owned subsidiary. Heritage Bank of Commerce is a California state-chartered bank headquartered in San Jose, California and has been conducting business since 1994.

Heritage Bank of Commerce is a multi-community independent bank that offers a full range of commercial banking services to small and medium-sized businesses and their owners, managers and employees. We operate through 11 full service branch offices located entirely in the southern and eastern regions of the general San Francisco Bay Area of California in the counties of Santa Clara, Alameda, Contra Costa, and San Benito. Our market includes the headquarters of a number of technology based companies in the region commonly known as “Silicon Valley.”

Our lending activities are diversified and include commercial, real estate, construction and land development, consumer and Small Business Administration (“SBA”) guaranteed loans. We generally lend in markets where we have a physical presence through our branch offices. We attract deposits throughout our market area with a customer-oriented product mix, competitive pricing, and convenient locations. We offer a wide range of deposit products for business banking and retail markets. We offer a multitude of other products and services to complement our lending and deposit services. In addition, Bay View Funding provides factoring financing throughout the United States.

As a bank holding company, Heritage Commerce Corp is subject to the supervision of the Board of Governors of the Federal Reserve System (the “Federal Reserve”). We are required to file with the Federal Reserve reports and other information regarding our business operations and the business operations of our subsidiaries. As a California chartered bank, Heritage Bank of Commerce is subject to primary supervision, periodic examination, and regulation by the Department of Business Oversight — Division of Financial Institutions (“DBO”), and by the Federal Reserve, as its primary federal regulator.

Our principal executive office is located at 150 Almaden Boulevard, San Jose, California 95113, telephone number: (408) 947-6900.

At December 31, 2016, we had consolidated assets of \$2.57 billion, deposits of \$2.26 billion and shareholders’ equity of \$259.8 million.

When we use “we”, “us”, “our” or the “Company”, we mean the Company on a consolidated basis with Heritage Bank of Commerce. When we refer to “HCC” or the “holding company”, we are referring to Heritage Commerce Corp on a standalone basis. When we use “HBC”, we mean Heritage Bank of Commerce on a standalone basis.

The Internet address of the Company’s website is “<http://www.heritagecommercecorp.com>,” and the Bank’s website is “<http://www.heritagebankofcommerce.com>.” The Company makes available free of charge through the Company’s website, the Company’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports. The Company makes these reports available on its website on the same day they appear on the SEC website.

#### Recent Acquisitions

We have grown over the past five years through the acquisitions discussed below, as well as through organic growth.

##### *Focus Business Bank*

On August 20, 2015, we completed the acquisition of Focus Business Bank (“Focus Bank”) for an aggregate transaction value of \$66.6 million. We acquired from Focus Bank total assets, at fair value, of approximately \$438.8 million, loans (including loans held-for-sale) of \$174.8 million, at fair value, and deposits of \$405.1 million, at fair

value. We issued approximately 5,456,713 shares of our common stock to Focus Bank shareholders, at an exchange ratio of 1.8235 shares of Heritage Commerce Corp common stock per Focus Bank share.

### ***Bay View Funding***

On November 1, 2014, Heritage Bank of Commerce acquired CSNK Working Capital Finance Corp. d/b/a Bay View Funding (“Bay View Funding”) for approximately \$22.52 million. Bay View Funding provides business-essential working capital factoring financing to various industries throughout the United States. Bay View Funding’s administrative offices are located at 2933 Bunker Hill Lane, Suite 210, Santa Clara, CA 95054.

### **Heritage Bank of Commerce**

HBC is a California state-chartered bank headquartered in San Jose, California. It was incorporated in November 1993 and opened for business in June 1994. HBC operates through eleven full service branch offices. The locations of HBC’s current offices are:

San Jose:	Administrative Office Main Branch 150 Almaden Boulevard San Jose, CA 95113	Los Gatos:	Branch Office 15575 Los Gatos Boulevard Suite B Los Gatos, CA 95032
Danville:	Branch Office 387 Diablo Road Danville, CA 94526	Morgan Hill:	Branch Office 18625 Sutter Boulevard Suite 100 Morgan Hill, CA 95037
Fremont:	Branch Office 3137 Stevenson Boulevard Fremont, CA 94538	Pleasanton:	Branch Office 300 Main Street Pleasanton, CA 94566
Gilroy:	Branch Office 7598 Monterey Street Suite 110 Gilroy, CA 95020	Sunnyvale:	Branch Office 333 W. El Camino Real Suite 150 Sunnyvale, CA 94087
Hollister:	Branch Office 351 Tres Pinos Road Suite 102A Hollister, CA 95023	Walnut Creek:	Branch Office 101 Ygnacio Valley Road Suite 100 Walnut Creek, CA 94596
Los Altos:	Branch Office 419 South San Antonio Road Los Altos, CA 94022		

### ***Lending Activities***

We offer a diversified mix of business loans encompassing the following loan products: (i) commercial and industrial loans; (ii) commercial real estate loans; (iii) construction loans; and (iv) SBA loans. We also offer home equity lines of credit (“HELOCS”), to accommodate the needs of business owners and individual clients, as well as consumer loans (both secured and unsecured). In the event creditworthy loan customers’ borrowing needs exceed our legal lending limit, we have the ability to sell participations in those loans to other banks. We encourage relationship banking, obtaining a substantial portion of each borrower’s banking business, including deposit accounts.

As of December 31, 2016, the percentage of our total loans for each of the principal areas in which we directed our lending activities were as follows: (i) commercial and industrial 40% (including SBA loans, asset-based lending, and factored receivables); (ii) commercial real estate loans 44%; (iii) land and construction loans 5%; (iv) residential mortgage

loans 4%; and (v) consumer (including home equity) 7%. While no specific industry concentration is considered significant, our lending operations are located in market areas dependent on technology and real estate industries and their supporting companies.

*Commercial and Industrial Loans.* Our commercial loan portfolio is comprised of operating secured and unsecured loans advanced for working capital, equipment purchases and other business purposes. Generally short-term loans have maturities ranging from thirty days to one year, and “term loans” have maturities ranging from one to five years. Short-term business loans are generally intended to finance current transactions and typically provide for periodic principal payments, with interest payable monthly. Term loans generally provide for floating or fixed interest rates, with monthly payments of both principal and interest. Repayment of secured and unsecured commercial loans depends substantially on the borrower’s underlying business, financial condition and cash flows, as well as the sufficiency of the collateral. Compared to real estate, the collateral may be more difficult to monitor, evaluate and sell. It may also depreciate more rapidly than real estate. Such risks can be significantly affected by economic conditions.

Our factoring receivables portfolio is originated by Bay View Funding. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. These receivables are acquired from a variety of companies, including but not limited to service providers, transportation companies, manufacturers, distributors, wholesalers, apparel companies, advertisers, and temporary staffing companies. The average life of the factored receivables is 35 days.

HBC’s commercial loans, except for the asset-based lending and the factored receivables at Bay View Funding, are primarily originated from locally-oriented commercial activities in communities where HBC has a physical presence through its branch offices.

*Commercial Real Estate Loans.* The commercial real estate (“CRE”) loan portfolio is comprised of loans secured by commercial real estate. These loans are generally advanced based on the borrower’s cash flow, and the underlying collateral provides a secondary source of payment. HBC generally restricts real estate term loans to no more than 75% of the property’s appraised value or the purchase price of the property, depending on the type of property and its utilization. HBC offers both fixed and floating rate loans. Maturities on such loans are generally restricted to between five and ten years (with amortization ranging from fifteen to twenty-five years and a balloon payment due at maturity); however, SBA and certain real estate loans that can be sold in the secondary market may be advanced for longer maturities. CRE loans typically involve large balances to single borrowers or groups of related borrowers. Since payments on these loans are often dependent on the successful operation or management of the properties, as well as the business and financial condition of the borrower, repayment of such loans may be subject to adverse conditions in the real estate market, adverse economic conditions or changes in applicable government regulations. If the cash flow from the project decreases, or if leases are not obtained or renewed, the borrower’s ability to repay the loan may be impaired.

During the fourth quarter of 2016, the Company purchased \$31.1 million of CRE loans on properties located primarily in the San Francisco Bay Area, with an average loan principal amount of approximately \$1.8 million, and weighted average yield of 3.88%, net of servicing fees to the servicer. At December 31, 2016, the purchased CRE loans outstanding totaled \$31.0 million.

*Construction Loans.* We make commercial construction loans for rental properties, commercial buildings and homes built by developers on speculative, undeveloped property. We also make construction loans for homes built by owner occupants. The terms of commercial construction loans are made in accordance with our loan policy. Advances on construction loans are made in accordance with a schedule reflecting the cost of construction, but are generally limited to a 70% loan-to-value ratio, as completed. Repayment of construction loans on non-residential properties is normally expected from the property’s eventual rental income, income from the borrower’s operating entity or the sale of the subject property. In the case of income-producing property, repayment is usually expected from permanent financing upon completion of construction. At times we provide the permanent mortgage financing on our construction loans on income-producing property. Construction loans are interest-only loans during the construction period, which typically do not exceed 18 months. If HBC provides permanent financing the short-term loan converts to permanent, amortizing financing following the completion of construction. Generally, before making a commitment to fund a construction loan, we require an appraisal of the property by a state-certified or state-licensed appraiser. We review and inspect properties before disbursement of funds during the term of the construction loan. The repayment of construction loans is dependent upon the successful and timely completion of the construction of the subject property, as well as the sale of the property to third parties or the availability of permanent financing upon completion of all improvements. Construction loans expose

us to the risk that improvements will not be completed on time, and in accordance with specifications and projected costs. Construction delays, the financial impairment of the builder, interest rate increases or economic downturn may further impair the borrower's ability to repay the loan. In addition, the borrower may not be able to obtain permanent financing or ultimate sale or rental of the property may not occur as anticipated. HBC utilizes underwriting guidelines to assess the likelihood of repayment from sources such as sale of the property or permanent mortgage financing prior to making the construction loan.

*SBA Loans.* SBA loans are made through programs designed by the federal government to assist the small business community in obtaining financing from financial institutions that are given government guarantees as an incentive to make the loans. HBC has been designated as an SBA Preferred Lender. Our SBA loans fall into three categories, loans originated under the SBA's 7a Program ("7a Loans"), loans originated under the SBA's 504 Program ("504 Loans") and SBA "Express" Loans. SBA 7a Loans are commercial business loans generally made for the purpose of purchasing real estate to be occupied by the business owner, providing working capital, and/or purchasing equipment or inventory. SBA 504 Loans are collateralized by commercial real estate and are generally made to business owners for the purpose of purchasing or improving real estate for their use and for equipment used in their business. The SBA "Express" Loans or lines of credit are for businesses that want to improve cash flow, refinance debt, or fund improvements, equipment, or real estate. It features an abbreviated SBA application process and accelerated approval times, plus it can offer longer terms and lower down payment requirements than conventional loans.

SBA lending is subject to federal legislation that can affect the availability and funding of the program. From time to time, this dependence on legislative funding causes limitations and uncertainties with regard to the continued funding of such programs, which could potentially have an adverse financial impact on our business.

*Home Equity Loans.* Our home equity line portfolio is comprised of home equity lines of credit to customers in our markets. Home equity lines of credit are underwritten in a manner such that they result in credit risk that is substantially similar to that of residential mortgage loans. Nevertheless, home equity lines of credit have greater credit risk than residential mortgage loans because they are often secured by mortgages that are subordinated to the existing first mortgage on the property, which we do not hold, and they are not covered by private mortgage insurance coverage.

*Residential Mortgage Loans.* During the year ended December 31, 2016, the Company purchased jumbo single family residential mortgage loans totaling \$57.5 million, all of which are domiciled in California, with an average loan principal amount of approximately \$834,000, and weighted average yield of 3.00%, net of servicing fees to the servicer. Residential mortgage loans outstanding at December 31, 2016 totaled \$52.9 million. HBC does not originate first trust deed home mortgage loans or home improvement loans, other than HELOCS.

*Consumer Loans.* The consumer loan portfolio is composed of miscellaneous consumer loans including loans for financing automobiles, various consumer goods and other personal purposes. Consumer loans are generally secured. Repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan, and the remaining deficiency may not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections are dependent on the borrower's continued financial stability, which can be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

### ***Deposit Products***

As a full-service commercial bank, we focus deposit generation on relationship accounts, encompassing non-interest bearing demand, interest bearing demand, and money market. In order to facilitate generation of non-interest bearing demand deposits, we require, depending on the circumstances and the type of relationship, our borrowers to maintain deposit balances with us as a typical condition of granting loans. We also offer certificates of deposit and savings accounts. We offer a "remote deposit capture" product that allows deposits to be made via computer at the customer's business location. We also offer customers "e-statements" that allows customers to receive statements electronically, which is more convenient and secure than receiving paper statements.

For customers requiring full Federal Deposit Insurance Corporation ("FDIC") insurance on certificates of deposit in excess of \$250,000, we offer the CDARS® program, which allows HBC to place the certificates of deposit with other participating banks to maximize the customers' FDIC insurance. HBC also receives reciprocal deposits from other participating financial institutions.

### ***Electronic Banking***

While personalized, service-oriented banking is the cornerstone of our business plan, we use technology and the Internet as a secondary means for servicing customers, to compete with larger banks and to provide a convenient platform for customers to review and transact business. We offer sophisticated electronic or “internet banking” opportunities that permit commercial customers to conduct much of their banking business remotely from their home or business. However, our customers will always have the opportunity to personally discuss specific banking needs with knowledgeable bank officers and staff who are directly accessible in the branches and offices as well as by telephone and email.

HBC offers multiple electronic banking options to its customers. It does not allow the origination of deposit accounts through online banking, nor does it accept loan applications through its online services. All of the HBC’s electronic banking services allow customers to review transactions and statements, review images of paid items, transfer funds between accounts at HBC, place stop orders, pay bills and export to various business and personal software applications. HBC online commercial banking also allows customers to initiate domestic wire transfers and ACH transactions, with the added security and functionality of assigning discrete access and levels of security to different employees of the client and division of functions to allow separation of duties, such as input and release.

We also offer our internet banking customers an additional third party product designed to assist in mitigating fraud risk to both the customer and the Bank in internet banking and other internet activities conducted by the customer, at no cost to the customer.

### ***Other Banking Services***

We offer a multitude of other products and services to complement our lending and deposit services. These include cashier’s checks, bank by mail, night depositories, safe deposit boxes, direct deposit, automated payroll services, electronic funds transfers, online bill pay, homeowner association services, and other customary banking services. HBC currently operates ATMs at five different locations. In addition, we have established a convenient customer service group accessible by toll free telephone to answer questions and promote a high level of customer service. HBC does not have a trust department. In addition to the traditional financial services offered, HBC offers remote deposit capture, automated clearing house origination, electronic data interchange and check imaging. HBC continues to investigate products and services that it believes addresses the growing needs of its customers and to analyze other markets for potential expansion opportunities.

### ***Investments***

Our investment policy is established by the Board of Directors. The general investment strategies are developed and authorized by our Finance and Investment Committee of the Board of Directors. The investment policy is reviewed annually by the Finance and Investment Committee, and any changes to the policy are subject to approval by the full Board of Directors. The overall objectives of the investment policy are to maintain a portfolio of high quality and diversified investments to maximize interest income over the long term and to minimize risk, to provide collateral for borrowings, and to provide additional earnings when loan production is low. The policy dictates that investment decisions take into consideration the safety of principal, liquidity requirements and interest rate risk management. All securities transactions are reported to the Board of Directors’ Finance and Investment Committee on a monthly basis.

### ***Sources of Funds***

Deposits traditionally have been our primary source of funds for our investment and lending activities. We also are able to borrow from the Federal Home Loan Bank of San Francisco and the Federal Reserve Bank of San Francisco to supplement cash flow needs. Our additional sources of funds are scheduled loan payments, maturing investments, loan repayments, income on other earning assets, and the proceeds of loan sales and securities sales.

Interest rates, maturity terms, service fees and withdrawal penalties are established on a periodic basis. Deposit rates and terms are based primarily on current operating strategies and market interest rates, liquidity requirements and our deposit growth goals.

## Correspondent Banks

Correspondent bank deposit accounts are maintained to enable the Company to transact types of activity that it would otherwise be unable to perform or would not be cost effective due to the size of the Company or volume of activity. The Company has utilized several correspondent banks to process a variety of transactions.

## Competition

The banking and financial services business in California generally, and in the Company's market areas specifically, is highly competitive. The industry continues to consolidate and unregulated competitors have entered banking markets with products targeted at highly profitable customer segments. Many larger unregulated competitors are able to compete across geographic boundaries, and provide customers with meaningful alternatives to most significant banking services and products. These consolidation trends are likely to continue. The increasingly competitive environment is a result primarily of changes in regulation, changes in technology and product delivery systems, and the consolidation among financial service providers.

With respect to commercial bank competitors, the business is dominated by a relatively small number of major banks that operate a large number of offices within our geographic footprint. For the combined Santa Clara, Alameda Contra Costa, and San Benito county region, the three counties within which the Company operates, the top three institutions are all multi-billion dollar entities with an aggregate of 270 offices that control a combined 54.85% of deposit market share based on June 30, 2016 FDIC market share data. HBC ranks sixteenth with 0.99% share of total deposits based on June 30, 2016 market share data. These banks have, among other advantages, the ability to finance wide-ranging advertising campaigns and to allocate their resources to regions of highest yield and demand. Larger banks are seeking to expand lending to small businesses, which are traditionally community bank customers. They can also offer certain services that we do not offer directly, but may offer indirectly through correspondent institutions. By virtue of their greater total capitalization, these banks also have substantially higher lending limits than we do. For customers whose needs exceed our legal lending limit, we arrange for the sale, or "participation," of some of the balances to financial institutions that are not within our geographic footprint.

In addition to other large regional banks and local community banks, our competitors include savings institutions, securities and brokerage companies, asset management groups, mortgage banking companies, credit unions, finance and insurance companies, internet-based companies, and money market funds. In recent years, we have also witnessed increased competition from specialized companies that offer wholesale finance, credit card, and other consumer finance services, as well as services that circumvent the banking system by facilitating payments via the internet, wireless devices, prepaid cards, or other means. Technological innovations have lowered traditional barriers of entry and enabled many of these companies to compete in financial services markets. Such innovation has, for example, made it possible for non-depository institutions to offer customers automated transfer payment services that previously were considered traditional banking products. In addition, many customers now expect a choice of delivery channels, including telephone and smart phones, mail, personal computer, ATMs, self-service branches, and/or in-store branches.

Strong competition for deposits and loans among financial institutions and non-banks alike affects interest rates and other terms on which financial products are offered to customers. Mergers between financial institutions have placed additional pressure on other banks within the industry to remain competitive by streamlining operations, reducing expenses, and increasing revenues. Competition has also intensified due to Federal and state interstate banking laws enacted in the mid-1990's, which permit banking organizations to expand into other states. The relatively large and expanding California market has been particularly attractive to out of state institutions. The Gramm-Leach-Bliley Act of 1999 has made it possible for full affiliations to occur between banks and securities firms, insurance companies, and other financial companies, and has also intensified competitive conditions.

In order to compete with the other financial service providers, the Company principally relies upon community-oriented, personalized service, local promotional activities, personal relationships established by officers, directors, and employees with its customers, and specialized services tailored to meet its customers' needs. Our "preferred lender" status with the Small Business Administration allows us to approve SBA loans faster than many of our competitors. In those instances where the Company is unable to accommodate a customer's needs, the Company seeks to arrange for such loans on a participation basis with other financial institutions or to have those services provided in whole or in part by its correspondent banks. See Item 1 — *"Business — Correspondent Banks."*

## Employees

Full-time equivalent employees were 263, 260, and 242 at December 31, 2016, 2015, and 2014, respectively.

## Supervision and Regulation

### *Introduction*

Banking is a complex, highly regulated industry. Regulation and supervision by federal and state banking agencies are intended to maintain a safe and sound banking system, protect depositors and the FDIC's insurance fund, and to facilitate the conduct of sound monetary policy. In furtherance of these goals, Congress and the states have created several largely autonomous regulatory agencies and enacted numerous laws that govern banks, bank holding companies and the financial services industry. Consequently, the growth and earnings performance of the Company can be affected not only by management decisions and general economic conditions, but also by the requirements of applicable state and federal statutes, regulations and the policies of various governmental regulatory authorities, including the Federal Reserve, FDIC, and the DBO.

The system of supervision and regulation applicable to financial services businesses governs most aspects of the business of the Company, including: (i) the scope of permissible business; (ii) investments; (iii) reserves that must be maintained against deposits; (iv) capital levels that must be maintained; (v) the nature and amount of collateral that may be taken to secure loans; (vi) the establishment of new branches; (vii) mergers and consolidations with other financial institutions; and (viii) the payment of dividends.

Set forth below is a description of the significant elements of the laws and regulations applicable to HCC and HBC. The description is qualified in its entirety by reference to the full text of the statutes, regulations and policies that are described. Also, such statutes, regulations and policies are continually under review by the U.S. Congress and state legislatures and federal and state regulatory agencies. A change in statutes, regulations or regulatory policies applicable to HCC or HBC could have a material effect on our business.

### *Heritage Commerce Corp*

*General.* As a bank holding company, HCC is registered under the Bank Holding Company Act of 1956, as amended ("BHCA"), and is subject to regulation and periodic examination by the Federal Reserve. HCC is also required to file with the Federal Reserve periodic reports of our operations and any additional information regarding HCC and its subsidiaries as the Federal Reserve may require.

HCC is also a bank holding company within the meaning of Section 1280 of the California Financial Code. Consequently, HCC is subject to examination by, and may be required to file reports with, the DBO. The DBO approval may be required for certain mergers and acquisitions.

*SEC and Nasdaq.* HCC's stock is traded on the NASDAQ Global Select Market (under the trading symbol "HTBK"), and HCC is subject to rules and regulations of The NASDAQ Stock Market, including those related to corporate governance. HCC is also subject to the periodic reporting requirements of Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which requires HCC to file annual, quarterly and other current reports with the SEC. HCC is subject to additional regulations including, but not limited to, the proxy and tender offer rules promulgated by the SEC under Sections 13 and 14 of the Exchange Act, the reporting requirements of directors, executive officers and principal shareholders regarding transactions in the HCC's common stock and short swing profits rules promulgated by the SEC under Section 16 of the Exchange Act, and certain additional reporting requirements by principal shareholders of HCC promulgated by the SEC under Section 13 of the Exchange Act.

*The Sarbanes Oxley Act of 2002.* HCC is subject to the accounting oversight and corporate governance requirements of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act"), including: (i) required executive certification of financial presentations; (ii) increased requirements for board audit committees and their members; (iii) enhanced disclosure of controls and procedures and internal control over financial reporting; (iv) enhanced controls over and reporting of insider trading; and (v) increased penalties for financial crimes and forfeiture of executive bonuses in certain circumstances.

*Permitted Activities.* In general, the BHCA limits the business of bank holding companies to banking, managing or controlling banks and other activities that the Federal Reserve has determined to be so closely related to banking as “to be a proper incident thereto.” We are also prohibited, with certain exceptions, from acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company unless the company is engaged in banking activities or the Federal Reserve determines that the activity is so closely related to banking as to be a proper incident to banking. The Federal Reserve’s approval must be obtained before the shares of any such company can be acquired and, in certain cases, before any approved company can open new offices.

Bank holding companies that qualify and elect to be treated as “financial holding companies” may engage in a broad range of additional activities that are: (i) financial in nature or incidental to such financial activities; or (ii) complementary to a financial activity and do not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally. These activities include securities underwriting and dealing, insurance underwriting and making merchant banking investments. We have not elected to be treated as a financial holding company status and have not engaged in any activities determined by the Federal Reserve to be financial in nature or incidental or complementary to activities that are financial in nature.

The BHCA does not place territorial restrictions on permissible non-banking activities of bank holding companies. The Federal Reserve has the power to order any bank holding company or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve has reasonable grounds to believe that continuing such activity, ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company.

*Affiliate Transactions.* Transactions between banking subsidiaries and their affiliates are regulated by Sections 23A and 23B of the Federal Reserve Act and Federal Reserve Regulation W. The Federal Reserve Act imposes quantitative and qualitative requirements and collateral requirements on covered transactions by HBC with, or for the benefit of, its affiliates including HCC. Generally, Sections 23A and 23B limit the extent to which HBC or its subsidiaries may engage in “covered transactions” with any one affiliate to an amount equal to 10% of HBC’s capital stock and surplus, and contain an aggregate limit on all such transactions with all affiliates to an amount equal to 20% of such capital stock and surplus, and requires those transactions to be on terms at least as favorable to HBC as if the transaction were conducted with an unaffiliated third party. Covered transactions are defined by statute to include a loan or extension of credit, as well as a purchase of securities issued by an affiliate, a purchase of assets (unless otherwise exempted by the Federal Reserve) from the affiliate, certain derivative transactions that create a credit exposure to an affiliate, the acceptance of securities issued by the affiliate as collateral for a loan, and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate. In addition, any credit transactions with an affiliate must be secured by designated amounts of specified collateral.

*Source of Strength Doctrine.* Federal Reserve policy historically required bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. Dodd-Frank codified this policy as a statutory requirement. Under this requirement the holding company is expected to commit resources to support its bank subsidiary, including at times when the holding company may not be in a financial position to provide it. Bank holding companies must stand ready to use their available resources to provide adequate capital to their subsidiary banks during periods of financial stress or adversity. Bank holding companies must also maintain the financial flexibility and capital raising capacity to obtain additional resources for assisting their subsidiary bank. A bank holding company’s failure to meet its source-of-strength obligations may constitute an unsafe and unsound practice or a violation of the Federal Reserve’s regulations or both. The source-of-strength doctrine most directly affects bank holding companies where a bank holding company’s subsidiary bank fails to maintain adequate capital levels. In such a situation, the subsidiary bank will be required by the bank’s federal regulator to take “prompt corrective action.” Any capital loans by a bank holding company to its subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. The BHCA provides that in the event of a bank holding company’s bankruptcy any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a bank subsidiary will be assumed by the bankruptcy trustee and entitled to priority of payment.

*Sound Banking Practices.* Bank holding companies and their non-banking subsidiaries are prohibited from engaging in activities that represent unsafe and unsound banking practices or that constitute violation of law or regulations. Under certain conditions the Federal Reserve may conclude that certain actions of a bank holding company such as a payment of a cash dividend, would constitute an unsafe and unsound banking practice. The Federal Reserve also has the authority to regulate the debt of bank holding companies, including the authority to impose interest rate ceilings and reserve requirements on such debt. Under certain circumstances the Federal Reserve may require a bank holding company to file



written notice and obtain its approval prior to purchasing or redeeming its equity securities, unless certain conditions are met.

*Acquisitions.* The BHCA, the Bank Merger Act, the California Financial Code and other federal and state statutes regulate acquisitions of commercial banks and other FDIC-insured depository institutions. HCC must obtain the prior approval of the Federal Reserve before: (i) acquiring direct or indirect ownership control more than 5% of the voting stock of any FDIC-insured depository institution or other bank holding company (unless we own a majority of such bank's voting shares); (ii) acquiring all or substantially all of the assets of any bank or bank holding company; or (iii) merging or consolidating with any other bank holding company. Under the Bank Merger Act, the prior approval of the Federal Reserve is required for HBC to merge with another bank or purchase all or substantially all of the assets or assume any of the deposits of another FDIC-insured depository institution. In reviewing applications seeking approval of merger and acquisition transactions, bank regulators consider, among other things, the competitive effect and public benefits of the transactions, the capital position and managerial resources of the combined organization, the risks to the stability of the U.S. banking or financial system, the applicant's performance record under the Community Reinvestment Act of 1977, as amended ("CRA"), the applicant's compliance with fair housing and other consumer protection laws and the effectiveness of all organizations involved in combating money laundering activities. In addition, failure to implement or maintain adequate compliance programs could cause bank regulators not to approve an acquisition where regulatory approval is required or to prohibit an acquisition even if approval is not required.

HCC is also subject to the Change in Bank Control Act of 1978, as amended (the "Control Act"), and related Federal Reserve regulations, which provide that any person who proposes to acquire at least 10% (but less than 25%) of any class of a bank holding company's voting securities is presumed to control the company (unless the company is not publicly held and some other shareholder owns a greater percentage of voting stock). Any person who would be presumed to acquire control or who proposes to acquire control of more than 25% of any class of a bank holding company's voting securities or who proposes to acquire actual control must provide the Federal Reserve with at least 60 days prior written notice of the acquisition. The Federal Reserve may disapprove a proposed acquisition if: (i) it would result in adverse competitive effects; (ii) the financial condition of the acquiring person might jeopardize the target institution's financial stability or prejudice the interests of depositors; (iii) the competence, experience or integrity of any acquiring person indicates that the proposed acquisition would not be in the best interests of the depositors or the public; or (iv) the acquiring person fails to provide all of the information required by the Federal Reserve Board. Any proposed acquisition of the voting securities of a bank holding company that is subject to approval under the BHCA is not subject to the Control Act notice requirements. Any company that proposes to acquire "control", as those terms are defined in the BHCA and Federal Reserve regulations, of a bank holding company or to acquire 25% or more of any class of voting securities of a bank holding company would be required to seek the Federal Reserve's prior approval under the BHCA to become a bank holding company.

*Tie-in Arrangements.* Federal law prohibits a bank holding company and any subsidiary banks from engaging in certain tie-in arrangements in connection with the extension of credit. Thus, for example, HBC may not extend credit, lease or sell property, or furnish any services, or fix or vary the consideration for any of the foregoing on the condition that: (i) the customer must obtain or provide some additional credit, property or services from or to HBC other than a loan, discount, deposit or trust services; (ii) the customer must obtain or provide some additional credit, property or service from or to HCC or HBC; or (iii) the customer must not obtain some other credit, property or services from competitors, except reasonable requirements to assure soundness of credit extended.

### ***Heritage Bank of Commerce***

*General.* As a California commercial bank whose deposits are insured by the FDIC, HBC is subject to regulation, supervision, and regular examination by the FDIC, the DBO and by the Federal Reserve as HBC's primary Federal regulator. The regulations of these agencies govern most aspects of a bank's business.

California banks are also subject to various federal statutes and regulations including Federal Reserve Regulation O, Federal Reserve Act Sections 23A and 23B and Regulation W and similar state statutes, which restrict or limit loans or extensions of credit to "insiders," including officers, directors and principal shareholders, and loans or extension of credit by banks to affiliates or purchases of assets from affiliates, including parent bank holding companies, except pursuant to certain exceptions and terms and conditions at least as favorable to those prevailing for comparable transactions with unaffiliated parties.

Pursuant to the Federal Deposit Insurance Act, as amended (“FDIA”), and the California Financial Code, California state chartered commercial banks may generally engage in any activity permissible for national banks. Therefore, HBC may form subsidiaries to engage in the many so-called “closely related to banking” or “nonbanking” activities commonly conducted by national banks in operating subsidiaries or subsidiaries of bank holding companies. Further, California banks may conduct certain “financial” activities in a subsidiary to the same extent as may a national bank, provided the bank is and remains “well-capitalized,” “well-managed” and in satisfactory compliance with the CRA.

HBC is a member of the Federal Home Loan Bank (“FHLB”) of San Francisco. Among other benefits, each FHLB serves as a reserve or central bank for its members within its assigned region and makes available loans or advances to its members. Each FHLB is financed primarily from the sale of consolidated obligations of the FHLB system. As an FHLB member HBC is required to own a certain amount of capital stock in the FHLB. At December 31, 2016, HBC was in compliance with the FHLB’s stock ownership requirement. FHLB stock is carried at cost and classified as a restricted security. Both cash and stock dividends are reported as income.

HBC is a member of the Federal Reserve Bank (“FRB”) of San Francisco. As a member of the FRB, the Bank is required to own stock in the FRB of San Francisco based on a specified ratio relative to our capital. FRB stock is carried at cost and may be sold back to the FRB at its carrying value. Cash dividends received are reported as income.

*Depositor Preference.* In the event of the “liquidation or other resolution” of an insured depository institution, the claims of depositors of the institution, including the claims of the FDIC as subrogee of insured depositors, and certain claims for administrative expenses of the FDIC as a receiver, will have priority over other general unsecured claims against the institution. If an insured depository institution fails, insured and uninsured depositors along with the FDIC, will have priority in payment ahead of unsecured, non-deposit creditors including the parent bank holding company with respect to any extensions of credit they have made to such insured depository institution.

*Brokered Deposit Restrictions.* Well-capitalized institutions are not subject to limitations on brokered deposits, while an adequately capitalized institution is able to accept, renew or roll over brokered deposits only with a waiver from the FDIC and subject to certain restrictions on the yield paid on such deposits. Undercapitalized institutions are generally not permitted to accept, renew, or roll over brokered deposits. HBC is eligible to accept brokered deposits without limitations.

*Loans to One Borrower.* With certain limited exceptions, the maximum amount that a California bank may lend to any borrower at any one time (including the obligations to the bank of certain related entities of the borrower) may not exceed 25% (and unsecured loans may not exceed 15%) of the bank’s shareholders’ equity, allowance for loan loss, and any capital notes and debentures of the bank.

*Loans to Directors, Executive Officers and Principal Shareholders.* The authority of HBC to extend credit to its directors, executive officers and principal shareholders, including their immediate family members and corporations and other entities that they control, is subject to substantial restrictions and requirements under Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O promulgated thereunder, as well as the Sarbanes-Oxley Act. These statutes and regulations impose specific limits on the amount of loans HBC may make to directors and other insiders, and specified approval procedures must be followed in making loans that exceed certain amounts. In addition, all loans HBC makes to directors and other insiders must satisfy the following requirements:

- the loans must be made on substantially the same terms, including interest rates and collateral, as prevailing at the time for comparable transactions with persons not affiliated with HCC or HBC;
- HBC must follow credit underwriting procedures at least as stringent as those applicable to comparable transactions with persons who are not affiliated with HCC or HBC; and
- the loans must not involve a greater than normal risk of non-payment or include other features not favorable to HBC.

Furthermore, HBC must periodically report all loans made to directors and other insiders to the bank regulators, and these loans are closely scrutinized by the regulators for compliance with Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O. Each loan to directors or other insiders must be pre-approved by the HBC board of directors with the interested director abstaining from voting.

*Community Reinvestment Act.* The CRA is intended to encourage insured depository institutions, while operating safely and soundly, to help meet the credit needs of their communities. The CRA specifically directs the federal bank regulatory agencies, in examining insured depository institutions, to assess their record of helping to meet the credit needs of their entire community, including low-and moderate-income neighborhoods, consistent with safe and sound banking practices. The CRA further requires the agencies to take a financial institution's record of meeting its community credit needs into account when evaluating applications for, among other things, domestic branches, consummating mergers or acquisitions or holding company formations.

The federal banking agencies have adopted regulations which measure a bank's compliance with its CRA obligations on a performance based evaluation system. This system bases CRA ratings on an institution's actual lending service and investment performance rather than the extent to which the institution conducts needs assessments, documents community outreach or complies with other procedural requirements. The ratings range from "outstanding" to a low of "substantial noncompliance." HBC had a CRA rating of "satisfactory" as of its most recent regulatory examination.

*Environmental Regulation.* Federal, state and local laws and regulations regarding the discharge of harmful materials into the environment may have an impact on HBC. Since HBC is not involved in any business that manufactures, uses or transports chemicals, waste, pollutants or toxins that might have a material adverse effect on the environment, HBC's primary exposure to environmental laws is through its lending activities and through properties or businesses HBC may own, lease or acquire. Based on a general survey of HBC's loan portfolio, conversations with local appraisers and the type of lending currently and historically done by HBC, management is not aware of any potential liability for hazardous waste contamination that would be reasonably likely to have a material adverse effect on the Company as of December 31, 2016.

*Customer Information Security.* The Federal Reserve and other bank regulatory agencies have adopted guidelines for safeguarding confidential, personal customer information. These guidelines require financial institutions to create, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, protect against any anticipated threats or hazards to the security or integrity of such information and protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer. HBC has adopted a customer information security program to comply with such requirements.

*Privacy.* The Gramm-Leach-Bliley Act of 1999 and the California Financial Information Privacy Act require financial institutions to implement policies and procedures regarding the disclosure of nonpublic personal information about consumers to non-affiliated third parties. In general, the statutes require explanations to consumers on policies and procedures regarding the disclosure of such nonpublic personal information and, except as otherwise required by law, prohibit disclosing such information, except as provided in HBC's policies and procedures. HBC has implemented privacy policies addressing these restrictions which are distributed regularly to all existing and new customers of HBC.

*Anti-Money Laundering and the USA PATRIOT ACT.* A major focus of governmental policy on financial institutions in recent years has been aimed at combating money laundering and terrorist financing. The USA PATRIOT Act of 2001, or the USA Patriot Act, substantially broadened the scope of United States anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. Financial institutions are also prohibited from entering into specified financial transactions and account relationships and must use enhanced due diligence procedures in their dealings with certain types of high-risk customers and implement a written customer identification program. Financial institutions must take certain steps to assist government agencies in detecting and preventing money laundering and report certain types of suspicious transactions. Regulatory authorities routinely examine financial institutions for compliance with these obligations, and failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required. Regulatory authorities have imposed cease and desist orders and civil money penalties against institutions found to be violating these obligations.

*Office of Foreign Assets Control Regulation.* The U.S. Treasury Department's Office of Foreign Assets Control ("OFAC"), administers and enforces economic and trade sanctions against targeted foreign countries and regimes under authority of various laws, including designated foreign countries, nationals and others. OFAC publishes lists of specially

designated targets and countries. HCC and HBC are responsible for, among other things, blocking accounts of and transactions with such targets and countries, prohibiting unlicensed trade and financial transactions with them and reporting blocked transactions after their occurrence. Failure to comply with these sanctions could have serious legal and reputational consequences, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required.

### ***The Dodd-Frank Wall Street Reform and Consumer Protection Regulation Act***

The implementation and impact of legislation and regulations enacted since 2008 in response to the U.S. economic downturn and financial industry instability continued through 2016 as modest recovery returned to many institutions in the banking sector. Certain provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Regulation Act, as amended (“Dodd-Frank”), which was enacted in 2010, are now effective and have been fully implemented, including: (i) revisions in the deposit insurance assessment base for FDIC insurance and a permanent increase in coverage to \$250,000; (ii) the permissibility of paying interest on business checking accounts; (iii) the removal of barriers to interstate branching; (iv) required disclosure and shareholder advisory votes on executive compensation; (v) final new capital rules; (vi) a final rule to implement the so called Volcker rule restrictions on certain proprietary trading and investment activities; and (vii) final rules and increased enforcement action by the Consumer Financial Protection Bureau.

Aspects of Dodd-Frank are still subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, its customers or the financial services industry more generally. However, certain provisions of Dodd-Frank will significantly impact, or already are, affecting our operations and expenses, including but not limited to changes in FDIC assessments, the permitted payment of interest on demand deposits, and enhanced compliance requirements. Some of the rules and regulations promulgated or yet to be promulgated under Dodd-Frank will apply directly only to institutions much larger than ours, but could indirectly impact smaller banks, either due to competitive influences or because certain required practices for larger institutions may subsequently become expected “best practices” for smaller institutions. We have and expect that we may need to devote even more management attention and resources to evaluate and make any changes necessary to comply with statutory and regulatory requirements under Dodd-Frank.

### ***The Volcker Rule***

In December 2013, the federal bank regulatory agencies adopted final rules that implement a part of Dodd-Frank commonly referred to as the “Volcker Rule.” Under these rules and subject to certain exceptions, banking entities are restricted from engaging in activities that are considered proprietary trading and from sponsoring or investing in certain entities, including hedge or private equity funds that are considered “covered funds.” These rules became effective April 1, 2014, although certain provisions are subject to delayed effectiveness under rules promulgated by the Federal Reserve. HCC and HBC held no investment positions at December 31, 2016 or December 31, 2015, which were subject to the final rule. Therefore, while these new rules may require us to conduct certain internal analysis and reporting, we believe that they will not require any material changes in our operations or business.

### ***Deposit Insurance***

The FDIC is an independent federal agency that insures deposits up to prescribed statutory limits of federally insured banks and savings institutions and safeguards the safety and soundness of the banking and savings industries. The FDIC insures HBC’s customer deposits through the Deposit Insurance Fund (the “DIF”) up to prescribed limits for each depositor. Pursuant to Dodd-Frank, the maximum deposit insurance amount has been permanently increased to \$250,000. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors.

As required by Dodd-Frank, the FDIC adopted a DIF restoration plan which became effective on January 1, 2011. Among other things, the plan: (i) raises the minimum designated reserve ratio, which the FDIC is required to set each year, to 1.35% and removes the upper limit on the designated reserve ratio and consequently on the size of the fund; (ii) requires that the fund reserve ratio reach 1.35% by 2020; (iii) eliminates the requirement that the FDIC provide dividends from the fund when the reserve ratio is between 1.35% and 1.50%; and (iv) continues the FDIC’s authority to declare dividends when the reserve ratio at the end of a calendar year is at least 1.50%. The FDIC has set a long-term goal of getting its reserve ratio up to 2.00% of insured deposits by 2027.

In 2016 our FDIC insurance assessment was \$1.2 million. We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. If there are additional bank or financial institution failures or if the FDIC otherwise determines, we may be required to pay even higher FDIC premiums than the recently increased levels. These announced increases and any future increases in FDIC insurance premiums may have a material and adverse effect on our earnings and could have a material adverse effect on the value of or market for our common stock.

In addition to DIF assessments, banks must pay quarterly assessments that are applied to the retirement of Financing Corporation (“FICO”) bonds issued in the 1980’s to assist in the recovery of the savings and loan industry. The FICO assessment amount fluctuates quarterly, but was 0.0014% of average total assets less average tangible equity for the third quarter of 2016. As of the date of this report, the Company had not received the FICO assessment for the fourth quarter of 2016. Those assessments will continue until the Financing Corporation bonds mature in 2019.

The FDIC may terminate a depository institution’s deposit insurance upon a finding that the institution’s financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices that pose a risk to the DIF or that may prejudice the interest of the bank’s depositors. The termination of deposit insurance for a bank would also result in the revocation of the bank’s charter by the DBO.

### ***Capital Adequacy Requirements***

Bank holding companies and banks are subject to similar regulatory capital requirements administered by state and federal banking agencies. The federal bank regulatory agencies revised the previous risk-based and leverage capital requirements for banking organizations to meet requirements of Dodd-Frank and to implement the international Basel Committee on Banking Supervision Basel III agreements (the “Basel III capital rules”). These requirements became effective on January 1, 2015, but many elements are being phased in over multiple future years. The risk-based capital guidelines for bank holding companies and, additionally for banks, prompt corrective action regulations (See “*Prompt Corrective Action Provisions*”), require capital ratios that vary based on the perceived degree of risk associated with a banking organization’s operations for both transactions reported on the balance sheet as assets, such as loans, and those recorded as off-balance sheet items, such as commitments, letters of credit and recourse agreements. The risk-based capital ratio is determined by classifying assets and certain off-balance sheet financial instruments into weighted categories, with higher levels of capital being required for those categories perceived as representing greater risks and dividing its qualifying capital by its total risk-adjusted assets and off-balance sheet items. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting, and other factors. Bank holding companies and banks engaged in significant trading activity may also be subject to the market risk capital guidelines and be required to incorporate additional market and interest rate risk components into their risk-based capital standards. To the extent that the new rules are not fully phased in, the prior capital rules continue to apply.

Many of the requirements in the Basel III capital rules and other regulations and rules are applicable only to larger or internationally active institutions and not to all banking organizations, including institutions currently with less than \$10 billion or assets, which includes the HCC and HBC.

Prior to January 1, 2015, the risk-based capital guidelines included a minimum required ratio of qualifying Tier 1 capital plus Tier 2 capital to total risk weighted assets of 8% or total risk-based capital ratio, and a minimum required ratio of Tier 1 capital to total risk weighted assets of 4% or Tier 1 risk-based capital ratio. The guidelines also provided for a minimum ratio of Tier 1 capital to average assets, or “leverage ratio,” of 3% for institutions having the highest regulatory rating, and 4% for all other institutions.

The Basel III capital rules: (i) introduced a new capital measure called “common equity Tier 1” and related regulatory capital ratio of common equity Tier 1 to risk-weighted assets; (ii) specified that Tier 1 capital consists of common equity Tier 1 and “Additional Tier 1 capital” instruments meeting certain revised requirements; (iii) mandated that most deductions/adjustments to regulatory capital measures be made to common equity Tier 1 and not to the other components of capital; and (iv) expanded the scope of the deductions from and adjustments to capital as compared to existing regulations. Under the Basel III capital rules, for most banking organizations, the most common form of Additional Tier 1 capital is noncumulative perpetual preferred stock and the most common form of Tier 2 capital is

subordinated debt and a portion of the allowance for loan and lease losses, which in each case, are subject to new capital rules' specific requirements.

Under the Basel III capital rules, the following were the initial minimum capital ratios applicable to HCC and HBC as of January 1, 2015:

- 4.5% common equity Tier 1 (as a subset of Tier 1) to risk-weighted assets;
- 6.0% Tier 1 capital (common equity Tier 1 plus Additional Tier 1 capital) to risk-weighted assets;
- 8.0% total capital (Tier 1 capital plus Tier 2 capital) to risk-weighted assets; and
- 4.0% Tier 1 non-risk based leverage ratio.

The Basel III capital rules also introduced a new “capital conservation buffer,” for banking organizations to maintain a common equity Tier 1 ratio more than 2.5% above these minimum risk-weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of common equity Tier 1 to risk-weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall. The implementation of the capital conservation buffer was phased in beginning on January 1, 2016 at 0.625% and will be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019). Thus, when fully phased-in on January 1, 2019, HCC and HBC will be required to maintain this additional capital conservation buffer of 2.5% of common equity Tier 1, resulting in the following minimum capital ratios:

- 7.0% common equity Tier 1 to risk weighted assets;
- 8.5% Tier 1 capital to risk weighted assets;
- 10.5% total capital to risk weighted assets; and
- 4.0% Tier 1 non-risk based leverage ratio.

The Basel III capital rules provide for a number of deductions from and adjustments to common equity Tier 1. These include, for example, the requirement that: (i) mortgage servicing rights; (ii) deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks, and (iii) significant investments in non-consolidated financial entities be deducted from common equity Tier 1 to the extent that any one such category exceeds 10% of common equity Tier 1 or all such items, in the aggregate, exceed 15% of common equity Tier 1. Implementation of the deductions and other adjustments to common equity Tier 1 began on January 1, 2015 and will be phased-in over a four-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The risk-weights of certain assets for purposes of calculating the risk-based capital ratios are changed for high volatility commercial real estate acquisition, development and construction loans, certain past due non-residential mortgage loans and certain mortgage-backed and other securities exposures.

In 2015, HCC and HBC made a one-time election as permitted under the Basel III capital rules to continue the current capital standards under which the effects of accumulated other comprehensive income or loss (“AOCI”) items included in shareholders’ equity (for example, unrealized gains or losses on securities held in the available-for-sale portfolio) under U.S. GAAP are excluded for the purposes of determining regulatory capital ratios. HCC and HBC made this election in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of its available-for-sale securities portfolio.

Based on existing capital levels at December 31, 2016, HCC and HBC meet all capital adequacy requirements under the Basel III capital rules on a fully phased-in basis.

The appropriate federal banking agency may under certain circumstances reclassify a well capitalized insured depository institution as adequately capitalized. An institution may be reclassified if the appropriate federal banking agency determines (after notice and opportunity for a hearing) that the institution is in an unsafe or unsound condition or

deems the institution to be engaging in an unsafe or unsound practice. The appropriate agency is also permitted to require an adequately capitalized or undercapitalized institution to comply with the supervisory provisions as if the institution were in the next lower category (but not treat a significantly undercapitalized institution as critically undercapitalized) based on supervisory information other than the capital levels of the institution.

At each successively lower capital category, an insured bank is subject to increased restrictions on its operations. For example, a bank is generally prohibited from paying management fees to any controlling persons or from making capital distributions if to do so would make the bank “undercapitalized.” Asset growth and branching restrictions apply to undercapitalized banks, which are required to submit written capital restoration plans meeting specified requirements (including a guarantee by the parent holding company, if any). “Significantly undercapitalized” banks are subject to broad regulatory authority, including among other things, capital directives, forced mergers, restrictions on the rates of interest they may pay on deposits, restrictions on asset growth and activities, and prohibitions on paying bonuses or increasing compensation to senior executive officers without FDIC approval. Even more severe restrictions apply to “critically undercapitalized” banks. Most importantly, except under limited circumstances, not later than 90 days after an insured bank becomes critically undercapitalized the appropriate federal banking agency is required to appoint a conservator or receiver for the bank.

For more information on the Company’s capital, see Part II, Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operation — Capital Resources*.

### ***Consumer Compliance and Fair Lending Laws***

We are subject to a number of federal and state consumer protection laws that extensively govern our relationship with our customers. These laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Home Mortgage Disclosure Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, the Fair Debt Collection Practices Act, the Service Members Civil Relief Act, the Military Lending Act, and these laws’ respective state-law counterparts, as well as state usury laws and laws regarding unfair and deceptive acts and practices. These and other federal laws, among other things, require disclosures of the cost of credit and terms of deposit accounts, provide substantive consumer rights, prohibit discrimination in credit transactions, regulate the use of credit report information, provide financial privacy protections, prohibit unfair, deceptive and abusive practices, restrict our ability to raise interest rates and subject us to substantial regulatory oversight. Violations of applicable consumer protection laws can result in significant potential liability from litigation brought by customers, including actual damages, restitution and attorneys’ fees. Federal bank regulators, state attorneys general and state and local consumer protection agencies may also seek to enforce consumer protection requirements and obtain these and other remedies, including regulatory sanctions, customer rescission rights, action by the state and local attorneys general in each jurisdiction in which we operate and civil money penalties. Failure to comply with consumer protection requirements may also result in our failure to obtain any required bank regulatory approval for merger or acquisition transactions we may wish to pursue or our prohibition from engaging in such transactions even if approval is not required.

Dodd-Frank created a new, independent federal agency, the Consumer Financial Protection Bureau (“CFPB”), which was granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws. The CFPB is also authorized to engage in consumer financial education, track consumer complaints, request data and promote the availability of financial services to underserved consumers and communities. Although all institutions are subject to rules adopted by the CFPB and examination by the CFPB in conjunction with examinations by the institution’s primary federal regulator, the CFPB has primary examination and enforcement authority over institutions with assets of \$10 billion or more. The Federal Reserve has primary responsibility for examination of HBC and enforcement with respect to federal consumer protection laws so long as HBC has total consolidated assets of less than \$10 billion, and state authorities are responsible for monitoring our compliance with all state consumer laws. The CFPB also has the authority to require reports from institutions with less than \$10 billion in assets, such as HBC, to support the CFPB in implementing federal consumer protection laws, supporting examination activities, and assessing and detecting risks to consumers and financial markets.

The consumer protection provisions of Dodd-Frank and the examination, supervision and enforcement of those laws and implementing regulations by the CFPB have created a more intense and complex environment for consumer finance regulation. The CFPB has significant authority to implement and enforce federal consumer finance laws, including the Truth in Lending Act, the Equal Credit Opportunity Act and new requirements for financial services products provided

for in Dodd-Frank, as well as the authority to identify and prohibit unfair, deceptive or abusive acts and practices. The review of products and practices to prevent such acts and practices is a continuing focus of the CFPB, and of banking regulators more broadly. The ultimate impact of this heightened scrutiny is uncertain but could result in changes to pricing, practices, products and procedures. It could also result in increased costs related to regulatory oversight, supervision and examination, additional remediation efforts and possible penalties. In addition, Dodd-Frank provides the CFPB with broad supervisory, examination and enforcement authority over various consumer financial products and services, including the ability to require reimbursements and other payments to customers for alleged legal violations and to impose significant penalties, as well as injunctive relief that prohibits lenders from engaging in allegedly unlawful practices. The CFPB also has the authority to obtain cease and desist orders providing for affirmative relief or monetary penalties. Dodd-Frank does not prevent states from adopting stricter consumer protection standards. State regulation of financial products and potential enforcement actions could also adversely affect our business, financial condition or results of operations.

### ***Prompt Corrective Action Provisions***

The Federal Deposit Insurance Act requires the federal bank regulatory agencies to take “prompt corrective action” with respect to a depository institution if that institution does not meet certain capital adequacy standards, including requiring the prompt submission of an acceptable capital restoration plan. Depending on the bank’s capital ratios, the agencies’ regulations define five categories in which an insured depository institution will be placed: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. At each successive lower capital category, an insured bank is subject to more restrictions, including restrictions on the bank’s activities, operational practices or the ability to pay dividends or executive bonuses. Based upon its capital levels, a bank that is classified as well-capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment.

The prompt corrective action standards were changed when the Basel III capital rules became effective in 2015. Under the new rules, a financial institution will be: (i) “well capitalized” if the institution has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, common equity Tier 1 capital ratio of 6.5% or greater, and a leverage ratio of 5.0% or greater, and is not subject to any order or written directive by any such regulatory authority to meet and maintain a specific capital level for any capital measure; (ii) “adequately capitalized” if the institution has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, common equity Tier 1 capital ratio of 4.5% or greater, and a leverage ratio of 4.0% or greater; (iii) “undercapitalized” if the institution has a total risk-based capital ratio that is less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, common equity Tier 1 capital ratio of less than 4.5%, or a leverage ratio of less than 4.0%; (iv) “significantly undercapitalized” if the institution has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, common equity Tier 1 capital ratio of less than 3.0%, or a leverage ratio of less than 3.0%; and (v) “critically undercapitalized” if the institution’s tangible equity (defined as Tier 1 capital plus non-Tier 1 perpetual preferred stock) is equal to or less than 2.0% of average quarterly tangible assets. As of December 31, 2016, both HCC and HBC were deemed to be well capitalized for regulatory purposes.

### ***Enforcement Authority***

The federal and California regulatory structure gives the bank regulatory agencies extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. The regulatory agencies have adopted guidelines to assist in identifying and addressing potential safety and soundness concerns before an institution’s capital becomes impaired. The guidelines establish operational and managerial standards generally relating to: (i) internal controls, information systems and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) interest rate exposure; (v) asset growth and asset quality; and (vi) compensation, fees, and benefits. Further, the regulatory agencies have adopted safety and soundness guidelines for asset quality and for evaluating and monitoring earnings to ensure that earnings are sufficient for the maintenance of adequate capital and reserves.

If, as a result of an examination the DBO or the Federal Reserve should determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of HBC’s operations are



unsatisfactory or that HBC or its management is violating or has violated any law or regulation, the DBO and the Federal Reserve, and separately the FDIC as insurer of the HBC's deposits, have residual authority to:

- require affirmative action to correct any conditions resulting from any violation or practice;
- direct an increase in capital and the maintenance of higher specific minimum capital ratios, which may preclude HBC from being deemed well capitalized and restrict its ability to accept certain brokered deposits;
- restrict HBC's growth geographically by products and services or by mergers and acquisitions, including bidding in FDIC receiverships for failed banks;
- enter into or issue informal or formal enforcement actions, including required board of directors' resolutions, memoranda of understanding, written agreements and consent or cease and desist orders or prompt corrective action orders to take corrective action and cease unsafe and unsound practices;
- require prior approval of senior executive officer or director changes, remove officers and directors and assess civil monetary penalties; and
- take possession of and close and liquidate HBC or appoint the FDIC as receiver.

### *Dividends*

It is the Federal Reserve's policy that bank holding companies should generally pay dividends on common stock only out of income available over the past year, and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. It is also the Federal Reserve's policy that bank holding companies should not maintain dividend levels that undermine their ability to be a source of strength to its banking subsidiaries. Additionally, in consideration of the current financial and economic environment, the Federal Reserve has indicated that bank holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong.

HBC is a legal entity that is separate and distinct from its holding company. HCC receives cash through dividends paid by HBC. Future cash dividends by HBC will depend upon management's assessment of future capital requirements, contractual restrictions, and other factors. The ability of the Board of Directors of HBC to declare a cash dividend to HCC is subject to California law, which restricts the amount available for cash dividends to the lesser of a bank's retained earnings or net income for its last three fiscal years (less any distributions to shareholders made during such period). Where this test is not met, cash dividends may still be paid, with the prior approval of the DBO in an amount not exceeding the greatest of: (i) retained earnings of the bank; (ii) the net income of the bank for its last fiscal year; or (iii) the net income of the bank for its current fiscal year. A California bank may also with the prior approval of the DBO and approval of the bank's shareholders distribute a dividend in connection with a reduction of capital of the bank. If the DBO determines that the shareholders' equity of the bank paying the dividend is not adequate or that the payment of the dividend would be unsafe or unsound for the bank, the DBO may order the bank not to pay the dividend. Since HBC is a FDIC insured institution, it is also possible, depending upon its financial condition and other factors that the FDIC could assert that the payment of dividends or other payments might, under some circumstances, constitute an unsafe or unsound practice and thereby prohibit such payments.

The California General Corporation Law prohibits HCC from making distributions, including dividends, to holders of its common stock or preferred stock unless either of the following tests are satisfied: (i) the amount of retained earnings immediately prior to the distribution equals or exceeds the sum of (A) the amount of the proposed distribution plus (B) any cumulative dividends in arrears on all shares having a preference with respect to the payment of dividends over the class or series to which the applicable distribution is being made; or (ii) immediately after the distribution, the value of HCC's consolidated assets would equal or exceed the sum of its total liabilities, plus the amounts that would be payable to satisfy the preferential rights of other shareholders upon a dissolution that are superior to the rights of the shareholders receiving the distribution.

### ***Stock Redemptions and Repurchases***

It is an essential principle of safety and soundness that a banking organization's redemption and repurchases of regulatory capital instruments, including common stock, from investors be consistent with the organization's current and prospective capital needs. In assessing such needs, the board of directors and management of a bank holding company should consider the factors discussed previously under "*Dividends*". The risk-based capital rule directs bank holding companies to consult with the Federal Reserve before redeeming any equity or other capital instrument included in Tier 1 or Tier 2 capital prior to stated maturity, if such redemption could have a material effect on the level or composition of the organization's capital base. Bank holding companies experiencing financial weaknesses, or that are at significant risk of developing financial weaknesses, must consult with the appropriate Federal Reserve supervisory staff before redeeming or repurchasing common stock or other regulatory capital instruments for cash or other valuable consideration. Similarly, any bank holding company considering expansion, either through acquisitions or through new activities, also generally must consult with the appropriate Federal Reserve supervisory staff before redeeming or repurchasing common stock or other regulatory capital instruments for cash or other valuable consideration. In evaluating the appropriateness of a bank holding company's proposed redemption or repurchase of capital instruments, the Federal Reserve will consider the potential losses that the holding company may suffer from the prospective need to increase reserves and write down assets from continued asset deterioration and the holding company's ability to raise additional common stock and other Tier 1 capital to replace capital instruments that are redeemed or repurchased. A bank holding company must inform the Federal Reserve of a redemption or repurchase of common stock or perpetual preferred stock for cash or other value resulting in a net reduction of the bank holding company's outstanding amount of common stock or perpetual preferred stock below the amount of such capital instrument outstanding at the beginning of the quarter in which the redemption or repurchase occurs. In addition, a bank holding company must advise the Federal Reserve sufficiently in advance of such redemptions and repurchases to provide reasonable opportunity for supervisory review and possible objection should the Federal Reserve determine a transaction raises safety and soundness concerns.

Regulation Y requires that a bank holding company that is not well capitalized or well managed, or that is subject to any unresolved supervisory issues, provide prior notice to the Federal Reserve for any repurchase or redemption of its equity securities for cash or other value that would reduce by 10% or more the holding company's consolidated net worth aggregated over the preceding 12-month period.

### ***Incentive Compensation***

Dodd-Frank requires the federal bank regulators and the SEC to establish joint regulations or guidelines prohibiting incentive-based payment arrangements at specified regulated entities, including HCC and HBC, having at least \$1 billion in total assets that encourage inappropriate risks by providing an executive officer, employee, director or principal stockholder with excessive compensation, fees, or benefits or that could lead to material financial loss to the entity. In addition, these regulators must establish regulations or guidelines requiring enhanced disclosure to regulators of incentive-based compensation arrangements. The agencies have proposed such regulations, but the regulations have not been finalized. If the regulations are adopted in the form initially proposed, they will impose limitations on the manner in which we may structure compensation for our executives.

The proposed regulations apply to incentive compensation paid to "covered persons" at covered financial institutions, including executive officers, employees, directors and principal shareholders (those who own 10% or more of the institution's shares). The proposed regulations prohibit a covered financial institution from creating or maintaining an incentive-based compensation arrangement that encourages inappropriate risks by providing a covered person either: (i) with excessive compensation; or (ii) with incentive-based compensation that could lead to material financial loss to the financial institution. Under the proposed regulations incentive-based compensation is excessive if amounts paid are unreasonable or disproportionate to the services provided by the covered person taking into consideration factors listed in the regulations, including the financial condition of the covered financial institution and practices at comparable institutions. A compensation arrangement would be considered able to lead to material financial loss unless, it: (i) balances risk and financial reward (for example by using deferral of payment); (ii) is compatible with effective controls and risk management; and (iii) is supported by strong corporate governance. Under the proposed regulations covered financial institutions must also maintain policies and procedures governing the award of incentive-based compensation in line with the institution's size, complexity and business activities and the scope and nature of its use of incentive-based compensation.

The Federal Reserve and FDIC have also issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should: (i) provide incentives that appropriately balance risk and financial results in a manner that does not encourage employees to expose their organizations to imprudent risk; (ii) be compatible with effective internal controls and risk management; and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as us, that are not "large, complex banking organizations." These reviews will be tailored to each organization based on the scope and complexity of the organization's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the organization's supervisory ratings, which can affect the organization's ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements or related risk management control or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

The scope, content and application of the U.S. banking regulators' policies on incentive compensation continue to evolve. It cannot be determined at this time whether compliance with such policies will adversely affect the ability of the Company to hire, retain and motivate key employees.

#### ***Other Pending and Proposed Legislation***

Other legislative and regulatory initiatives which could affect HCC, HBC and the banking industry in general may be proposed or introduced before the United States Congress, the California legislature and other governmental bodies in the future. Such proposals, if enacted, may further alter the structure, regulation and competitive relationship among financial institutions, and may subject HCC or HBC to increased regulation, disclosure and reporting requirements. In addition, the various banking regulatory agencies often adopt new rules and regulations to implement and enforce existing legislation. It cannot be predicted whether, or in what form, any such legislation or regulations may be enacted or the extent to which the business of HCC or HBC would be affected thereby.

### **ITEM 1A — RISK FACTORS**

*Our business, financial condition and results of operations are subject to various risks, including those discussed below. The risks discussed below are those that we believe are the most significant risks, although additional risks not presently known to us or that we currently deem less significant may also adversely affect our business, financial condition and results of operations, perhaps materially.*

#### **Risks Relating to Our Industry**

***Our business may be adversely affected by business and economic conditions.***

Our business activities and earnings are affected by general business conditions in the United States and in our local market area. These conditions include short-term and long-term interest rates, the prevailing yield curve, inflation, unemployment levels, monetary policy, consumer confidence and spending, political issues, legislative and regulatory changes, broad trends in industry and finance, fluctuations in both debt and equity capital markets, and the strength of the economy in the United States generally and in our market area in particular, all of which are beyond the Company's control. While there are signs of economic conditions improving, the U.S. budget deficit and uncertainty in European economies underline that the economy remains uncertain. Business activity across a wide range of industries and regions is greatly affected. Financial institutions continue to be affected by long-term unemployment and underemployment rates and a stricter regulatory environment. While our market areas have not experienced the same degree of challenge in unemployment as other areas, the effects of these issues have trickled down to households and businesses in our markets. In view of the concentration of our operations and the collateral securing our loan portfolio in the southern and eastern regions of the general San Francisco Bay Area of California, we may be particularly susceptible to adverse economic conditions in the State of California. There can be no assurance that the recent economic improvement is sustainable and

credit worthiness of our borrowers will not deteriorate. Deterioration in economic conditions could result in an increase in loan delinquencies and non-performing assets, decreases in loan collateral values and a decrease in demand for the Company's products and services, among other things, any of which could adversely impact on our financial condition and results of operations.

***Additional requirements imposed by Dodd-Frank and related regulation could adversely affect us.***

Dodd-Frank imposed additional regulatory requirements including the following:

- the establishment of strengthened capital and liquidity requirements for banks and bank holding companies, including minimum leverage and risk-based capital requirements no less than the strictest requirements in effect for depository institutions as of the date of enactment;
- the requirement by statute that bank holding companies serve as a source of financial strength for their depository institution subsidiaries;
- enhanced regulation of financial markets, including the derivative and securitization markets, and the elimination of certain proprietary trading activities by banks;
- additional corporate governance and executive compensation requirements; enhanced financial institution safety and soundness regulations, revisions in FDIC insurance assessments; and
- the creation of new regulatory bodies, such as the Bureau of Consumer Financial Protection and the Financial Services Oversight Counsel.

Some of the provisions remain subject to final rulemaking and/or implementation. Accordingly, we cannot fully assess its impact on our operations and costs.

Current and future legal and regulatory requirements, restrictions, and regulations, including those imposed under Dodd-Frank, may adversely impact our profitability and may have a material and adverse effect on our business, financial condition, and results of operations. We may also be required to invest significant management attention and resources to evaluate and make changes required by the legislation and related regulations and may make it more difficult for us to attract and retain qualified executive officers and employees.

***New capital and liquidity standards adopted by the U.S. banking regulators have resulted in banks and bank holding companies needing to maintain more and higher quality capital than has historically been the case.***

New capital standards, both as a result of Dodd-Frank and the U.S. Basel III capital rules have had a significant effect on banks and bank holding companies. The Basel III capital rules require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity. For additional information, see "*Capital Adequacy Requirements*" under Part I, Item 1 "*Business*."

The need to maintain more and higher quality capital going forward than historically has been required, and generally increased regulatory scrutiny with respect to capital levels, could limit the Company's business activities, including lending, and its ability to expand, either organically or through acquisitions. It could also result in being required to take steps to increase its regulatory capital that may be dilutive to shareholders or limit its ability to pay dividends or otherwise return capital to shareholders, or sell or refrain from acquiring assets, the capital requirements for which are not justified by the assets' underlying risks.

***We are subject to extensive government regulation that could limit or restrict our activities which in turn may adversely impact our ability to increase our assets and earnings.***

The banking industry is subject to extensive federal and state regulation. We are subject to supervision and regulation by a number of governmental regulatory agencies, including the Federal Reserve, the DBO and the FDIC. Regulations adopted by these agencies, which are generally intended to provide protection for depositors and customers rather than for the benefit of shareholders, govern a comprehensive range of matters relating to ownership and control of

our common stock, our acquisition of other companies and businesses, permissible activities for us to engage in, maintenance of adequate capital levels, and other aspects of our operations. These bank regulators possess broad authority to prevent or remedy unsafe or unsound practices or violations of law. The laws and regulations applicable to the banking industry could change at any time and we cannot predict the effects of these changes on our business and profitability. Increased regulation could increase our cost of compliance and adversely affect profitability. Moreover, certain of these regulations contain significant punitive sanctions for violations, including monetary penalties and limitations on a bank's ability to implement components of its business plan, such as expansion through mergers and acquisitions or the opening of new branch offices. In addition, changes in regulatory requirements may add costs associated with compliance efforts. Furthermore, government policy and regulation, particularly as implemented through the Federal Reserve System, significantly affect credit conditions. As a result of the negative financial market and general economic trends, there is a potential for new federal or state laws and regulation regarding lending and funding practices and liquidity standards. Bank regulatory agencies have been and are expected to be aggressive in responding to concerns and trends identified in examinations, including the expected issuance of formal enforcement orders. Negative developments in the financial industry and the impact of new legislation and regulation in response to those developments could negatively impact our business, business, results of operations and financial condition.

***We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti money laundering statutes and regulations.***

The Bank Secrecy Act, the USA Patriot Act of 2001, and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network (a bureau of the U.S. Department of Treasury) is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators as well as the U.S. Department of Justice, Drug Enforcement Administration, and Internal Revenue Service. We are also subject to increased scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control and compliance with the Foreign Corrupt Practices Act. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could materially and adversely affect our business, results of operations and financial condition.

***Increased deposit insurance costs and changes in deposit regulation may adversely affect our results of operations.***

As a result of recent economic conditions and the enactment of Dodd Frank, the FDIC has increased the deposit insurance assessment rates in recent years and thus raised deposit premiums for insured depository institutions. If these increases are insufficient for the Deposit Insurance Fund to meet its funding requirements, further special assessments or increases in deposit insurance premiums may be required which we may be required to pay. We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. If there are additional banks or financial institution failures, we may be required to pay even higher FDIC premiums than the recently increased levels. Any future additional assessments, increases or required prepayments in FDIC insurance premiums may materially adversely affect our results of operations.

***Regulations relating to privacy, information security and data protection could increase our costs, affect or limit how we collect and use personal information and adversely affect our business opportunities.***

We are subject to various privacy, information security and data protection laws, including requirements concerning security breach notification, and we could be negatively impacted by these laws. For example, our business is subject to the Gramm-Leach-Bliley Act of 1999 which, among other things: (i) imposes certain limitations on our ability to share nonpublic personal information about our customers with nonaffiliated third parties; (ii) requires that we provide certain disclosures to customers about our information collection, sharing and security practices and afford customers the right to "opt out" of any information sharing by us with nonaffiliated third parties (with certain exceptions); and (iii) requires we develop, implement and maintain a written comprehensive information security program containing safeguards appropriate based on our size and complexity, the nature and scope of our activities, and the sensitivity of customer information we process, as well as plans for responding to data security breaches. Various state and federal banking regulators and states have also enacted data security breach notification requirements with varying levels of individual, consumer, regulatory or law enforcement notification in certain circumstances in the event of a security breach.

Moreover, legislators and regulators in the United States are increasingly adopting or revising privacy, information security and data protection laws that potentially could have a significant impact on our current and planned privacy, data protection and information security-related practices, our collection, use, sharing, retention and safeguarding of consumer or employee information, and some of our current or planned business activities. This could also increase our costs of compliance and business operations and could reduce income from certain business initiatives. This includes increased privacy-related enforcement activity at the federal level, by the Federal Trade Commission, as well as at the state level, such as with regard to mobile applications.

Compliance with current or future privacy, data protection and information security laws (including those regarding security breach notification) affecting customer or employee data to which we are subject could result in higher compliance and technology costs and could restrict our ability to provide certain products and services, which could have a material adverse effect on our business, financial conditions or results of operations. Our failure to comply with privacy, data protection and information security laws could result in potentially significant regulatory or governmental investigations or actions, litigation, fines, sanctions and damage to our reputation, which could have a material adverse effect on our business, financial condition or results of operations.

### **Risks Related to Our Market and Business**

***Our profitability is dependent upon the economic conditions of the markets in which we operate.***

We operate primarily in Santa Clara County, Contra Costa County, Alameda County, and San Benito County and, as a result, our financial condition and results of operations are subject to changes in the economic conditions in those areas. Our success depends upon the business activity, population, income levels, deposits and real estate activity in these markets. Although our customers' business and financial interests may extend well beyond these market areas, adverse economic conditions that affect these market areas could reduce our growth rate, affect the ability of our customers to repay their loans to us and generally affect our financial condition and results of operations. Our lending operations are located in market areas dependent on technology and real estate industries and their supporting companies. Thus, our borrowers could be adversely impacted by a downturn in these sectors of the economy that could reduce the demand for loans and adversely impact the borrowers' ability to repay their loans, which would, in turn, increase our nonperforming assets. Because of our geographic concentration, we are less able than regional or national financial institutions to diversify our credit risks across multiple markets.

***Our business is subject to interest rate risk and variations in interest rates may negatively affect our financial performance.***

Fluctuations in interest rates may negatively impact our banking business and may weaken demand for some of our products. Our earnings and cash flows are largely dependent on net interest income, which is the difference between the interest income we receive from interest-earning assets (e.g., loans and investment securities) and the interest expense we pay on interest-bearing liabilities (e.g., deposits and borrowings). The level of net interest income is primarily a function of the average balance of interest-earning assets, the average balance of interest-bearing liabilities and the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of interest-earning assets and interest-bearing liabilities. Interest rates are volatile and highly sensitive to many factors that are beyond our control, such as economic conditions and policies of various governmental and regulatory agencies, and, in particular the monetary policy of the Federal Open Market Committee of the Federal Reserve System ("FOMC"). In recent years, it has been the policy of the FOMC and the U.S. Treasury to maintain interest rates at historically low levels through its targeted Federal funds rate and the purchase of U.S. Treasury and mortgage-backed securities. The average yield on our interest-earning assets has decreased during the recent low interest rate environment. If a low interest rate environment persists, our net interest income may further decrease. This would be the case because our ability to lower our interest expense has been limited at these interest rate levels, while the average yield on our interest-earning assets has continued to decrease. Moreover, as interest rates begin to increase, if our floating rate interest-earning assets do not reprice faster than our interest-bearing liabilities in a rising rate environment, our net interest income could be adversely affected. If our net interest income decreases, this could have an adverse effect on our profitability, including the value of our investments.

Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but also our ability to originate loans and deposits. Historically, there has been an inverse correlation between the demand for loans and interest rates. Loan origination volume usually declines during periods of rising or high interest rates and increases during periods of

declining or low interest rates. Changes in interest rates also have a significant impact on the carrying value of certain of our assets, including loans, real estate and investment securities, on our balance sheet. We may incur debt in the future and that debt may also be sensitive to interest rates.

The cost of our deposits is largely based on short-term interest rates, the level of which is driven primarily by the FOMC's actions. However, the yields generated by our loans and securities are often difficult to re-price and are typically driven by longer-term interest rates, which are set by the market or, at times, the FOMC's actions, and vary over time. The level of net interest income is therefore influenced by movements in such interest rates and the pace at which such movements occur. If the interest rates paid on our deposits and other borrowings increase at a faster pace than the interest rates on our loans and other investments, our net interest income may decline and, with it, a decline in our earnings may occur. Our net interest income and earnings would be similarly affected if the interest rates on our interest-earning assets declined at a faster pace than the interest rates on our deposits and other borrowings. Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our business, financial condition or results of operations.

Changes in interest rates can also affect the level of loan refinancing activity, which impacts the amount of prepayment penalty income we receive on loans we hold. Because prepayment penalties are recorded as interest income when received, the extent to which they increase or decrease during any given period could have a significant impact on the level of net interest income and net income we generate during that time. A decrease in our prepayment penalty income resulting from any change in interest rates or as a result of regulatory limitations on our ability to charge prepayment penalties could therefore adversely affect our net interest income, net income or results of operations.

Changes in interest rates can also affect the slope of the yield curve. A decline in the current yield curve or a flatter or inverted yield curve could cause our net interest income and net interest margin to contract, which could have a material adverse effect on our net income and cash flows, as well as the value of our assets. An inverted yield curve may also adversely affect the yield on investment securities by increasing the prepayment risk of any securities purchased at a premium. A flattening or inversion of the yield curve or a negative interest rate environment in the United States could create downward pressure on our net interest margin.

Changes in interest rates could also have a negative impact on our results of operations by reducing the ability of borrowers to repay their current loan obligations or by reducing our margins and profitability. As of December 31, 2016, 55% of our loans were advanced to our customers on a variable or adjustable-rate basis and another 45% of our loans were advanced to our customers on a fixed-rate basis. We do not use derivative instruments to swap our economic exposure to a variable-rate basis. As a result, an increase in interest rates could result in increased loan defaults, foreclosures and charge-offs and could necessitate further increases to the allowance for loan and lease losses, any of which could have a material adverse effect on our business, financial condition or results of operations. In addition, a decrease in interest rates could negatively impact our margins and profitability.

The prohibition restricting depository institutions from paying interest on demand deposits, such as checking accounts, was repealed effective on July 21, 2011 as part of Dodd-Frank. Current interest rates for this product are very low because of current market conditions and, so far, the impact of the repeal has not been significant to us. However, we do not know what market rates will eventually be and, therefore, we cannot estimate at this time the long-term impact of the repeal on our interest expense on deposits. If we need to offer higher interest rates on checking accounts to maintain current clients or attract new clients, our interest expense will increase, perhaps materially. Furthermore, if we fail to offer interest in a sufficient amount to keep these demand deposits, our core deposits may be reduced, which would require us to obtain funding in other ways or risk slowing our future asset growth.

***We are subject to liquidity risk that may affect our ability to meet our obligations and grow our business.***

Liquidity risk is the risk that we will not be able to meet our obligations, including financial commitments, as they come due and is inherent in our operations. This risk can increase due to a number of factors, including an over-reliance on a particular source of funding (including, for example, short-term and overnight funding) or market-wide phenomena such as market dislocation and major disasters. Like many banking companies, we rely on customer deposits to meet a considerable portion of our funding, and we continue to seek customer deposits to maintain this funding base. We obtain deposits directly from our commercial customers. In the past, we have obtained deposits from and "brokered deposits" through third parties that offer our deposit products to their customers. As of December 31, 2016, we had \$2.26 billion in direct deposits, \$9.4 million in deposits originated through the CDARS program, and no deposits originated

through brokerage firms. A key part of our liquidity plan and funding strategy is to expand our direct deposits as a source of funding. However, these deposits are subject to potentially dramatic fluctuations in availability or price due to certain factors outside our control, such as a loss of confidence by customers in us or the banking sector generally, customer perceptions of our financial health and general reputation, increasing competitive pressures from other financial services firms for retail or corporate customer deposits, changes in interest rates and returns on other investment classes, which could result in significant outflows of deposits within short periods of time or significant changes in pricing necessary to maintain current or attract additional deposits.

Competition among U.S. banks for customer deposits is intense, may increase the cost of retaining current deposits or procuring new deposits, and may otherwise negatively affect our ability to grow our deposit base. Any changes we make to the rates offered on our deposit products to remain competitive with other financial institutions may adversely affect our profitability and liquidity. Interest-bearing accounts earn interest at rates established by management based on competitive market factors. Maintaining and attracting new deposits is integral to our business and a major decline in deposits or failure to attract deposits in the future, including any such decline or failure related to an increase in interest rates paid by our competitors on interest-bearing accounts, could have an adverse effect on our results of operations and financial condition. The demand for the deposit products we offer may also be reduced due to a variety of factors, such as demographic patterns, changes in customer preferences, reductions in consumers' disposable income, regulatory actions that decrease customer access to particular products, or the availability of competing products. An inability to grow, or any material decrease in, our deposits could have a material adverse effect on our cost of funds and our ability to satisfy our liquidity needs. Maintaining a diverse and appropriate funding strategy remains challenging.

***Our results of operations may be adversely affected by other than temporary impairment charges relating to our securities portfolio.***

We may be required to record future impairment charges on our securities if they suffer declines in value that we consider other than temporary. Numerous factors, including the lack of liquidity for sales of certain securities, the absence of reliable pricing information for securities, adverse changes in the business climate, adverse regulatory actions or unanticipated changes in the competitive environment, could have a negative effect on our securities portfolio and results of operations in future periods. Significant impairment accounting charges could also negatively impact our regulatory capital ratios.

***Our business depends on our ability to successfully manage credit risk.***

The operation of our business requires us to manage credit risk. As a lender, we are exposed to the risk that our borrowers will be unable to repay their loans according to their terms, and that the collateral securing repayment of their loans, if any, may not be sufficient to ensure repayment. In addition, there are risks inherent in making any loan, including risks with respect to the period of time over which the loan may be repaid, risks relating to proper loan underwriting, risks resulting from changes in economic and industry conditions and risks inherent in dealing with individual borrowers. In order to successfully manage credit risk, we must, among other things, maintain disciplined and prudent underwriting standards and ensure that our bankers follow those standards. The weakening of these standards for any reason, such as an attempt to attract higher yielding loans, a lack of discipline or diligence by our employees in underwriting and monitoring loans, the inability of our employees to adequately adapt policies and procedures to changes in economic or any other conditions affecting borrowers and the quality of our loan portfolio, may result in loan defaults, foreclosures and additional charge-offs and may necessitate that we significantly increase our allowance for loan and lease losses, each of which could adversely affect our net income. As a result, our inability to successfully manage credit risk could have a material adverse effect on our business, financial condition or results of operations.

An important feature of our credit risk management system is our use of an internal credit risk rating and control system through which we identify, measure, monitor and mitigate existing and emerging credit risk of our customers. As this process involves detailed analysis of the customer or credit risk, taking into account both quantitative and qualitative factors, it is subject to human error. In exercising their judgment, our employees may not always be able to assign an accurate credit rating to a customer or credit risk, which may result in our exposure to higher credit risks than indicated by our risk rating and control system. Although our management seeks to address possible credit risk proactively, it is possible that the credit risk rating and control system will not identify credit risk in our loan portfolio and that we may fail to manage credit risk effectively. As a result of movements in watch and substandard loans during fiscal year 2016, it is possible that loans on such status will result in future charge-offs.



Some of our tools and metrics for managing credit risk and other risks are based upon our use of observed historical market behavior and assumptions. We rely on quantitative models to measure risks and to estimate certain financial values. Models may be used in such processes as determining the pricing of various products, grading loans and extending credit, measuring interest rates and other market risks, predicting losses, assessing capital adequacy and calculating regulatory capital levels, as well as estimating the value of financial instruments and balance sheet items. Poorly designed or implemented models present the risk that our business decisions based on information incorporating such models will be adversely affected due to the inadequacy of that information. Moreover, our models may fail to predict future risk exposures if the information used in the model is incorrect, obsolete or not sufficiently comparable to actual events as they occur, or if our model assumptions prove incorrect. We seek to incorporate appropriate historical data in our models, but the range of market values and behaviors reflected in any period of historical data is not at all times predictive of future developments in any particular period and the period of data we incorporate into our models may turn out to be inappropriate for the future period being modeled. In such case, our ability to manage risk would be limited and our risk exposure and losses could be significantly greater than our models indicated.

***Our allowance for loan losses may not be adequate to cover actual loan losses which could adversely affect our earnings.***

We maintain an allowance for loan losses for probable incurred losses in the portfolio. The allowance is established through a provision for loan losses based on management's evaluation of the risks inherent in the loan portfolio and the general economy. The allowance is also appropriately increased for new loan growth. The allowance is based upon a number of factors, including the size of the loan portfolio, asset classifications, economic trends, industry experience and trends, industry and geographic concentrations, estimated collateral values, management's assessment of the credit risk inherent in the portfolio, historical loan loss experience and loan underwriting policies. The allowance is only an estimate of the probable incurred losses in the loan portfolio and may not represent actual losses realized over time, either of losses in excess of the allowance or of losses less than the allowance.

In addition, we evaluate all loans identified as impaired loans and allocate an allowance based upon our estimation of the potential loss associated with those problem loans. While we strive to carefully manage and monitor credit quality and to identify loans that may be deteriorating, at any time there are loans included in the portfolio that may result in losses, but that have not yet been identified as non-performing or potential problem loans. Through established credit practices, we attempt to identify deteriorating loans and adjust the allowance for loan losses accordingly. However, because future events are uncertain and because we may not successfully identify all deteriorating loans in a timely manner, there may be loans that deteriorate in an accelerated time frame. We cannot be sure that we will be able to identify deteriorating loans before they become nonperforming assets, or that we will be able to limit losses on those loans that have been so identified. Changes in economic, operating and other conditions which are beyond our control, including interest rate fluctuations, deteriorating values in underlying collateral (most of which consists of real estate), and changes in the financial condition of borrowers, may cause our estimate of probable losses or actual loan losses to exceed our current allowance. As a result, future additions to the allowance may be necessary. Further, because the loan portfolio contains a number of commercial real estate, construction, and land development loans with relatively large balances, deterioration in the credit quality of one or more of these loans may require a significant increase to the allowance for loan losses. Our regulators, as an integral part of their examination process, periodically review our allowance for loan losses and may require us to increase our allowance for loan losses by recognizing additional provisions for loan losses charged to expense, or to decrease our allowance for loan losses by recognizing loan charge-offs, net of recoveries. Any such additional provisions for loan losses or charge-offs, as required by these regulatory agencies, could have a material adverse effect on our business, results of operations and financial condition.

In June 2016, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update, *Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments*. The standard is the final guidance on the new current expected credit loss ("CECL") model. The amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. As CECL encompasses all financial assets carried at amortized cost, the requirement that reserves be established based on an organization's reasonable and supportable estimate of expected credit losses extends to held-to-maturity debt securities. The update amends the accounting for credit losses on available-for-sale securities, whereby credit losses will be presented as an allowance as opposed to a write-down. In addition, CECL will modify the accounting for purchased loans with credit deterioration since origination, so that reserves are established at the date of acquisition for purchased loans. Lastly, the amendment requires enhanced disclosures on the significant estimates and judgments used to estimate

credit losses, as well as on the credit quality and underwriting standards of an organization's portfolio. These disclosures require organizations to present the currently required credit quality disclosures disaggregated by the year of origination or vintage. The guidance allows for a modified retrospective approach with a cumulative effect adjustment to the balance sheet upon adoption (charge to retained earnings instead of the income statement). The new guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2019, and early adoption is permitted. We are currently evaluating the impact of adopting the new guidance on our consolidated financial statements.

***Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition.***

At December 31, 2016, nonperforming loans were 0.20% of the total loan portfolio and nonperforming assets were 0.13% of total assets. Nonperforming assets adversely affect our earnings in various ways. We do not record interest income on nonaccrual loans or foreclosed assets, thereby adversely affecting our income, and increasing our loan administration costs. Upon foreclosure or similar proceedings, we record the repossessed asset at the estimated fair value, less costs to sell, which may result in a write down or losses. A significant increase in the level of nonperforming assets from current levels would increase our risk profile and may impact the capital levels our regulators believe are appropriate in light of the increased risk profile. While we reduce problem assets through collection efforts, asset sales, workouts, restructurings and otherwise, decreases in the value of the underlying collateral, or in these borrowers' performance or financial condition, whether or not due to economic and market conditions beyond our control, could adversely affect our business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and our directors, which can be detrimental to the performance of their other responsibilities.

***The small to medium-sized businesses to which we lend may have fewer financial resources to weather a downturn in the economy which could materially harm our operating results and financial condition.***

We serve the banking and financial services needs of small and medium-sized businesses. Small to medium-sized businesses frequently have smaller market shares than their competition, may be more vulnerable to economic downturns, often need substantial additional capital to expand and compete and may experience significant volatility in operating results. Any one or more of these factors may impair a borrower's ability to repay a loan. In addition, the success of a small to medium-sized business often depends on the management talents and efforts of one or two persons or a small group of persons, and the death, disability or resignation of one or more of these persons could have a material adverse impact on the business and its ability to repay a loan. Economic downturns and other events that negatively impact our market areas could cause us to incur substantial credit losses that could negatively affect our results of business, results of operations and financial condition.

***We may suffer losses in our loan portfolio despite our underwriting practices.***

We mitigate the risks inherent in our loan portfolio by adhering to sound and proven underwriting practices, managed by experienced and knowledgeable credit professionals. These practices include analysis of a borrower's prior credit history, financial statements, tax returns, and cash flow projections, valuations of collateral based on reports of independent appraisers and verifications of liquid assets. Although we believe that our underwriting criteria is appropriate for the various kinds of loans we make, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our allowance for loan loss.

***Our loan portfolio has a large concentration of real estate loans in California which involve risks specific to real estate values.***

A downturn in our real estate markets in California could adversely affect our business because many of our loans are secured by real estate. Real estate lending (including commercial, land development and construction, and purchased residential mortgage loans) is a large portion of our loan portfolio. At December 31, 2016, approximately \$878.6 million, or 59% of our loan portfolio, was secured by various forms of real estate, including residential and commercial real estate. Included in the \$878.6 million of loans secured by real estate were \$430.9 million (or 49%) of owner-occupied loans. The real estate securing our loan portfolio is concentrated in California. The market value of real estate can fluctuate significantly in a short period of time as a result of market conditions in the geographic area in which the real estate is located. Real estate values and real estate markets are generally affected by changes in national, regional or local economic

conditions, the rate of unemployment, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other governmental statutes, regulations and policies and acts of nature, such as earthquakes and natural disasters particular to California. Additionally, commercial real estate lending typically involves larger loan principal amounts and the repayment of the loans generally is dependent, in large part, on sufficient income from the properties securing the loans to cover operating expenses and debt service. If real estate values including values of land held for development decline, the value of real estate collateral securing our loans could be significantly reduced. Our ability to recover on defaulted loans by foreclosing and selling the real estate collateral would then be diminished and we would be more likely to suffer losses on defaulted loans.

Our customers are reliant on the economic and financial health of their customers. Should their customers, individually or collectively, experience economic or financial distress, for whatever reason, including but not limited to a general downturn in the economy, it could negatively impact our customers' ability to meet the terms and conditions of their loan obligations to the Bank.

***Our construction and land development loans are based upon estimates of costs and value associated with the complete project. These estimates may be inaccurate and we may be exposed to more losses on these projects than on other loans.***

At December 31, 2016, land and construction loans, including land acquisition and development totaled \$81.0 million or 5% of our loan portfolio. This amount was comprised of 16% owner occupied and 84% non-owner occupied construction and land loans. Risk of loss on a construction loan depends largely upon whether our initial estimate of the property's value at completion of construction equals or exceeds the cost of the property construction (including interest) and the availability of permanent take-out financing. During the construction phase, a number of factors can result in delays and cost overruns. Because of the uncertainties inherent in estimating construction costs, as well as the market value of the completed project, it is relatively difficult to evaluate accurately the total funds required to complete a project and the related loan-to-value ratio. As a result, construction loans often involve the disbursement of substantial funds with repayment dependent primarily on the completion of the project and the ability of the borrower to sell the property, rather than the ability of the borrower or guarantor to repay principal and interest. If estimates of value are inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment. If our appraisal of the value of the completed project proves to be overstated, our collateral may be inadequate for the repayment of the loan upon completion of construction of the project. If we are forced to foreclose on a project prior to or at completion due to a default, there can be no assurance that we will be able to recover all of the unpaid balance of and accrued interest on the loan as well as related foreclosure and holding costs. In addition, we may be required to fund additional amounts to complete the project and may have to hold the property for an unspecified period of time.

***Our use of appraisals in deciding whether to make a loan on or secured by real property does not ensure the value of the real property collateral.***

In considering whether to make a loan secured by real property we generally require an appraisal of the property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is conducted, and an error in fact or judgment could adversely affect the reliability of an appraisal. In addition, events occurring after the initial appraisal may cause the value of the real estate to decrease. As a result of any of these factors the value of collateral backing a loan may be less than estimated, and if a default occurs we may not recover the outstanding balance of the loan.

***Supervisory guidance on commercial real estate concentrations could restrict our activities and impose financial requirements or limits on the conduct of our business.***

The federal banking agencies have issued guidance on sound risk management practices for concentrations in commercial real estate lending intended to help ensure that institutions pursuing a significant commercial real estate lending strategy remain healthy and profitable while continuing to serve the credit needs of their communities. Recently there have been concerns about commercial real estate lending and underwriting expressed by the agencies along with historical concerns that rising commercial real estate loan concentrations may expose institutions to unanticipated earnings and capital volatility in the event of adverse changes in commercial real estate markets. Existing guidance reinforces and enhances existing regulations and guidelines for safe and sound real estate lending by providing supervisory criteria, including numerical indicators to assist in identifying institutions with potentially significant commercial real estate loan concentrations that may warrant greater supervisory scrutiny. The guidance does not limit banks' commercial real estate lending, but rather guides institutions in developing risk management practices and levels of capital that are commensurate with the level and nature of their commercial real estate concentrations. Our lending and risk management practices will

be taken into account in supervisory evaluation of capital adequacy. If our risk management practices with regard to this portion of our portfolio are found to be deficient, it could result in increased reserves and capital costs or a need to reduce this type of lending which could negatively impact earnings.

***Repayment of our commercial loans is often dependent on the cash flows of the borrower, which may be unpredictable, and the collateral securing these loans may fluctuate in value.***

At December 31, 2016, commercial loans totaled \$604.3 million or 40% of our loan portfolio, (including SBA guaranteed loans and factored receivables). Commercial lending involves risks that are different from those associated with residential and commercial real estate lending. Real estate lending is generally considered to be collateral based lending with loan amounts based on predetermined loan to collateral values and liquidation of the underlying real estate collateral being viewed as the primary source of repayment in the event of borrower default. Our commercial loans are primarily made based on the cash flows of the borrowers and secondarily on any underlying collateral provided by the borrowers. A borrower's cash flows may be unpredictable, and collateral securing those loans may fluctuate in value. Although commercial loans are often collateralized by equipment, inventory, accounts receivable, or other business assets, the liquidation of collateral in the event of default is often an insufficient source of repayment because accounts receivable may be uncollectible and inventories may be obsolete or of limited use, among other things.

***We depend on cash dividends from our subsidiary bank to pay cash dividends to our shareholders and to meet our cash obligations.***

As a holding company, dividends from our subsidiary bank provide a substantial portion of our cash flow used to pay cash dividends on our common and preferred stock and other obligations. Various statutory provisions restrict the amount of dividends HBC can pay to HCC without regulatory approval. See "Item 1 — Business — Supervision and Regulation — Dividends."

***We may need to raise additional capital in the future and such capital may not be available when needed or at all.***

We may need to raise additional capital in the future to provide us with sufficient capital resources and liquidity to meet our commitments and business needs. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time which are outside of our control, and our financial performance. We cannot be assured that such capital will be available to us on acceptable terms or at all. Any occurrence that may limit our access to the capital markets may adversely affect our capital costs and our ability to raise capital. Moreover, if we need to raise capital in the future, we may have to do so when many other financial institutions are also seeking to raise capital and would have to compete with those institutions for investors. An inability to raise additional capital on acceptable terms when needed could have a material adverse effect on our business, results of operations and financial condition.

***We must effectively manage our growth strategy.***

We seek to expand our franchise safely and consistently. A successful growth strategy requires us to manage multiple aspects of the business simultaneously, such as following adequate loan underwriting standards, balancing loan and deposit growth without increasing interest rate risk or compressing our net interest margin, maintaining sufficient capital, maintaining proper system and controls, and recruiting, training and retaining qualified professionals.

As part of our general growth strategy we may expand into additional communities or attempt to strengthen our position in our current markets by opening new offices, subject to any regulatory constraints on our ability to open new offices. To the extent that we are able to open additional offices, we are likely to experience the effects of higher operating expenses relative to operating income from the new operations for a period of time which may have an adverse effect on our levels of reported net income, return on average equity and return on average assets.

***New lines of business or new products and services may subject us to additional risks.***

From time to time, we may implement or may acquire new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and new products and services we may invest significant time and resources. We may not achieve target timetables for the introduction and development of new lines of business and new products or services and price and profitability targets may not prove

feasible. External factors, such as regulatory compliance obligations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of our system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on our business, results of operations and financial condition.

***There is risk related to acquisitions.***

We plan to continue to grow our business organically. However, from time to time, we may consider potential acquisition opportunities that we believe support our business strategy and may enhance our profitability. We face significant competition from numerous other financial services institutions, many of which will have greater financial resources than we do, when considering acquisition opportunities. Accordingly, attractive acquisition opportunities may not be available to us. There can be no assurance that we will be successful in identifying or completing any future acquisitions.

Acquisitions of financial institutions involve operational risks and uncertainties and acquired companies may have unforeseen liabilities, exposure to asset quality problems, key employee and customer retention problems and other problems that could negatively affect our organization. We may not be able to complete future acquisitions and, if we do complete such acquisitions, we may not be able to successfully integrate the operations, management, products and services of the entities that we acquire and eliminate redundancies. The integration process could result in the loss of key employees or disruption of the combined entity's ongoing business or inconsistencies in standards, controls, procedures, and policies that adversely affect our ability to maintain relationships with customers and employees or achieve the anticipated benefits of the transaction. The integration process may also require significant time and attention from our management that they would otherwise direct at servicing existing business and developing new business. We may not be able to realize any projected cost savings, synergies or other benefits associated with any such acquisition we complete.

While our management is experienced in acquisition strategy and implementation, acquisitions involve inherent uncertainty and we cannot determine all potential events, facts and circumstances that could result in loss or give assurances that our investigation or mitigation efforts will be sufficient to protect against any such loss.

In addition, we must generally satisfy a number of meaningful conditions prior to completing any acquisition, including, in certain cases, federal and state bank-regulatory approval. Bank regulators consider a number of factors when determining whether to approve a proposed transaction, including the effect of the transaction on financial stability and the ratings and compliance history of all institutions involved, including the CRA, examination results and anti-money laundering and Bank Secrecy Act compliance records of all institutions involved. The process for obtaining required regulatory approvals has become substantially more difficult as a result of the financial crisis, which could affect our future business. We may fail to pursue, evaluate or complete strategic and competitively significant business opportunities as a result of our inability, or our perceived inability, to obtain any required regulatory approvals in a timely manner or at all.

Although we have historically shown the ability to grow organically as well as through acquisition, our ability to grow may be limited if we cannot make acquisitions.

***Issuing additional shares of our common stock to acquire other banks and bank holding companies may result in dilution for existing shareholders and may adversely affect the market price of our stock.***

In connection with our growth strategy, we have issued, and may issue in the future, shares of our common stock to acquire additional banks or bank holding companies that may complement our organizational structure. Resales of substantial amounts of common stock in the public market and the potential of such sales could adversely affect the prevailing market price of our common stock and impair our ability to raise additional capital through the sale of equity securities. We usually must pay an acquisition premium above the fair market value of acquired assets for the acquisition of banks or bank holding companies. Paying this acquisition premium, in addition to the dilutive effect of issuing additional shares, may also adversely affect the prevailing market price of our common stock.

***We may experience goodwill impairment.***

If our estimates of segment fair value change due to changes in our businesses or other factors, we may determine that impairment charges on goodwill recorded as a result of acquisitions are necessary. Estimates of fair value are determined based on a complex model using cash flows, the fair value of our Company as determined by our stock price, and company comparisons. If management's estimates of future cash flows are inaccurate, fair value determined could be inaccurate and impairment may not be recognized in a timely manner. If the fair value of the Company declines, we may need to recognize goodwill impairment in the future which would have a material adverse effect on our results of operations and capital levels.

***Our decisions regarding the fair value of assets acquired could be different than initially estimated, which could materially and adversely affect our business, financial condition, results of operations, and future prospects.***

In business combinations, we acquire significant portfolios of loans that are marked to their estimated fair value. There is no assurance that the acquired loans will not suffer deterioration in value. The fluctuations in national, regional and local economic conditions, including those related to local residential, commercial real estate and construction markets, may increase the level of charge-offs in the loan portfolio that we acquire and correspondingly reduce our net income. These fluctuations are not predictable, cannot be controlled and may have a material adverse impact on our operations and financial condition, even if other favorable events occur.

***We have a significant deferred tax asset and cannot assure that it will be fully realized.***

Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between the carrying amounts and tax basis of assets and liabilities computed using enacted tax rates. We regularly assess available positive and negative evidence to determine whether it is more likely than not that our net deferred tax asset will be realized. Realization of a deferred tax asset requires us to apply significant judgment and is inherently speculative because it requires estimates that cannot be made with certainty. At December 31, 2016, we had a net deferred tax asset of \$25.1 million. If we were to determine at some point in the future that we will not achieve sufficient future taxable income to realize our net deferred tax asset, we would be required, under generally accepted accounting principles, to establish a full or partial valuation allowance which would require us to incur a charge to operations for the period in which the determination was made.

***We currently hold a significant amount of company-owned life insurance.***

At December 31, 2016, we held company-owned life insurance ("COLI") on current and former senior employees and executives, with a cash surrender value of \$59.1 million, as compared with a cash surrender value of \$60.0 million at December 31, 2015. The eventual repayment of the cash surrender value is subject to the ability of the various insurance companies to pay death benefits or to return the cash surrender value to us if needed for liquidity purposes. We continually monitor the financial strength of the various companies with whom we carry these policies. However, any one of these companies could experience a decline in financial strength, which could impair its ability to pay benefits or return our cash surrender value. If we need to liquidate these policies for liquidity purposes, we would be subject to taxation on the increase in cash surrender value and penalties for early termination, both of which would materially impact earnings adversely.

***We may be adversely affected by the soundness of other financial institutions.***

Our ability to engage in routine funding transactions could be adversely affected by the actions and liquidity of other financial institutions. Financial institutions are often interconnected as a result of trading, clearing, counterparty, or other business relationships. We have exposure to many different industries and counterparties, and routinely execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks, and other institutional clients. Defaults by financial services institutions, even rumors or questions about one or more financial institutions or the financial services industry in general, could lead to market wide liquidity problems and further, could lead to losses or defaults by the Company or other institutions. Many of these transactions expose us to credit risk in the event of default of the applicable counterparty or client. In addition, our credit risk may increase when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to us. Any such losses could materially and adversely affect our financial condition.

***We face strong competition from financial service companies and other companies that offer banking services.***

We face substantial competition in all phases of our operations from a variety of different competitors. Our competitors, including larger commercial banks, community banks, savings and loan associations, mutual savings banks, credit unions, consumer finance companies, insurance companies, securities dealers, brokers, mortgage bankers, investment advisors, money market mutual funds and other financial institutions, compete with lending and deposit gathering services offered by us. Many of these competing institutions have much greater financial and marketing resources than we have. Due to their size, many competitors can achieve larger economies of scale and may offer a broader range of products and services than we can. If we are unable to offer competitive products and services, our business may be negatively affected. Some of the financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on bank holding companies and federally insured financial institutions or are not subject to increased supervisory oversight arising from regulatory examinations. As a result, these non-bank competitors have certain advantages over us in accessing funding and in providing various services.

We anticipate intense competition will continue for the coming year due to the recent consolidation of many financial institutions and more changes in legislature, regulation and technology. Further, we expect loan demand to continue to be challenging due to the uncertain economic climate and the intensifying competition for creditworthy borrowers, both of which could lead to loan rate concession pressure and could impact our ability to generate profitable loans. We expect we may see tighter competition in the industry as banks seek to take market share in the most profitable customer segments, particularly the small business segment and the mass-affluent segment, which offers a rich source of deposits as well as more profitable and less risky customer relationships. Further, with the rebound of the equity markets our deposit customers may perceive alternative investment opportunities as providing superior expected returns. Technology and other changes have made it more convenient for bank customers to transfer funds into alternative investments or other deposit accounts such as online virtual banks and non-bank service providers. The current low interest rate environment could increase such transfers of deposits to higher yielding deposits or other investments. Efforts and initiatives we undertake to retain and increase deposits, including deposit pricing, can increase our costs. When our customers move money into higher yielding deposits or in favor of alternative investments, we can lose a relatively inexpensive source of funds, thus increasing our funding costs.

New technology and other changes are allowing parties to effectuate financial transactions that previously required the involvement of banks. For example, consumers can maintain funds in brokerage accounts or mutual funds that would have historically been held as bank deposits. Consumers can also complete transactions such as paying bills and transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as “disintermediation,” could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and access to lower cost deposits as a source of funds could have a material adverse effect on our business, results of operations and financial condition.

***Loans that we make through certain federal programs are dependent on the federal government’s continuation and support of these programs and on our compliance with their requirements.***

We participate in various U.S. government agency guarantee programs, including programs operated by the Small Business Administration. We are responsible for following all applicable U.S. government agency regulations, guidelines and policies whenever we originate loans as part of these guarantee programs. If we fail to follow any applicable regulations, guidelines or policies associated with a particular guarantee program, any loans we originate as part of that program may lose the associated guarantee exposing us to credit risk we would not otherwise be exposed to or underwritten as part of our origination process for U.S. government agency guaranteed loans, or result in our inability to continue originating loans under such programs. The loss of any guarantees for loans we have extended under U.S. government agency guarantee programs or the loss of our ability to participate in such programs could have a material adverse effect on our business, results of operations and financial condition.

***Technology is continually changing and we must effectively implement new technologies.***

The financial services industry is undergoing technological changes with frequent introductions of new technology driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and enables us to reduce costs. Our future success will depend in part upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in our operations as we continue to grow and expand our market areas. In order

to anticipate and develop new technology, we employ a qualified staff of internal information system specialists and consider this area a core part of our business. We do not develop our own software products, but have been able to respond to technological changes in a timely manner through association with leading technology vendors. Some of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. If we are unable to make such investments, or we are unable to respond to technological changes in a timely manner, our operating costs may increase which could adversely affect our business, results of operations and financial condition.

***If our information systems were to experience a system failure, our business and reputation could suffer.***

We rely heavily on communications and information systems to conduct our business. The computer systems and network infrastructure we use could be vulnerable to unforeseen problems. Our operations are dependent upon our ability to minimize service disruptions by protecting our computer equipment, systems, and network infrastructure from physical damage due to fire, power loss, telecommunications failure or a similar catastrophic event. We have protective measures in place to prevent or limit the effect of the failure or interruption of our information systems, and will continue to upgrade our security technology and update procedures to help prevent such events. However, if such failures or interruptions were to occur, they could result in damage to our reputation, a loss of customers, increased regulatory scrutiny, or possible exposure to financial liability, any of which could have a material adverse effect on our business, financial condition and results of operations.

***The occurrence of fraudulent activity, breaches or failures of our information security controls or cybersecurity-related incidents could have a material adverse effect on our business, financial condition and results of operations.***

As a financial institution we are susceptible to fraudulent activity, information security breaches and cybersecurity-related incidents that may be committed against us or our customers which may result in financial losses or increased costs to us or our customers, disclosure or misuse of our information or our customer information, misappropriation of assets, privacy breaches against our customers, litigation, or damage to our reputation. Such fraudulent activity may take many forms, including check fraud, electronic fraud, wire fraud, online banking, phishing, social engineering and other dishonest acts. Information security breaches and cybersecurity-related incidents may include fraudulent or unauthorized access to systems used by us or our customers, denial or degradation of service attacks, and malware or other cyber-attacks. In recent periods, there continues to be a rise in electronic fraudulent activity, security breaches and cyber-attacks within the financial services industry, especially in the commercial banking sector due to cyber criminals targeting commercial bank accounts. Consistent with industry trends we have also experienced an increase in attempted electronic fraudulent activity, security breaches and cybersecurity-related incidents in recent periods. Moreover, in recent periods, several large corporations, including financial institutions and retail companies, have suffered major data breaches, in some cases exposing not only confidential and proprietary corporate information, but also sensitive financial and other personal information of their customers and employees and subjecting them to potential fraudulent activity. Some of our customers may have been affected by these breaches which increase their risks of identity theft, credit card fraud and other fraudulent activity that could involve their accounts with us.

Information pertaining to us and our customers is maintained and transactions are executed on the networks and systems of ours, our customers and certain of our third party partners, such as our online banking or core systems. The secure maintenance and transmission of confidential information as well as execution of transactions over these systems are essential to protect us and our customers against fraud and security breaches and to maintain our customers' confidence. Breaches of information security also may occur, and in infrequent, incidental, cases have occurred, through intentional or unintentional acts by those having access to our systems or our customers' or counterparties' confidential information, including employees. Furthermore, our cardholders use their debit and credit cards to make purchases from third parties or through third party processing services. As such, we are subject to risk from data breaches of such third party's information systems or their payment processors. Such a data security breach could compromise our account information. We may suffer losses associated with reimbursing our customers for such fraudulent transactions on customers' card accounts, as well as for other costs related to data security breaches, such as replacing cards associated with compromised card accounts.

In addition, increases in criminal activity levels and sophistication, advances in computer capabilities, new discoveries, vulnerabilities in third-party technologies (including browsers and operating systems) or other developments could result in a compromise or breach of the technology, processes and controls that we use to prevent fraudulent transactions and to protect data about us, our customers and underlying transactions as well as the technology used by our



customers to access our systems. Although we have developed and continue to invest in systems and processes that are designed to detect and prevent security breaches and cyber-attacks and periodically test our security, our inability to anticipate, or failure to adequately mitigate, breaches of security could result in losses to us or our customers; our loss of business and/or customers; damage to our reputation; the incurrence of additional expenses; disruption to our business; our inability to grow our online services or other businesses; additional regulatory scrutiny or penalties; or our exposure to civil litigation and possible financial liability — any of which could have a material adverse effect on our business, financial condition and results of operations.

More generally, publicized information concerning security and cyber-related problems could inhibit the use or growth of electronic or web-based applications or solutions as a means of conducting commercial transactions. Such publicity may also cause damage to our reputation as a financial institution. As a result, our business, financial condition and results of operations could be adversely affected.

***We could be liable for breaches of security in our online banking services. Fear of security breaches (including cybersecurity breaches) could limit the growth of our online services.***

We offer various internet-based services to our clients, including online banking services. The secure transmission of confidential information over the Internet is essential to maintain our clients' confidence in our online services. In certain cases, we are responsible for protecting customers' proprietary information as well as their accounts with us. We have security measures and processes in place to defend against these cybersecurity risks but these cyber attacks are rapidly evolving (including computer viruses, malicious code, phishing or other information security breaches), and we may not be able to anticipate or prevent all such attacks, which could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of our or our customers' confidential, proprietary and other information. Advances in computer capabilities, new discoveries or other developments could result in a compromise or breach of the technology we use to protect client transaction data. In addition, individuals, groups or sovereign countries may seek to intentionally disrupt our online banking services or compromise the confidentiality of customer information with criminal intent. Although we have developed systems and processes that are designed to recognize and assist in preventing security breaches (and periodically test our security), failure to protect against or mitigate breaches of security could adversely affect our ability to offer and grow our online services, constitute a breach of privacy or other laws, result in costly litigation and loss of customer relationships, negatively impact our reputation, and could have an adverse effect on our business, results of operations and financial condition. We may not be insured against all types of losses as a result of breaches and insurance coverage may be inadequate to cover all losses resulting from breaches of security. We may also incur substantial increases in costs in an effort to minimize or mitigate cyber security risks and to respond to cyber incidents.

***We rely on communications, information, operating and financial control systems technology from third-party service providers.***

We rely heavily on third-party service providers for much of our communications, information, operating and financial control systems technology, including customer relationship management, internet banking, website, general ledger, deposit, loan servicing and wire origination systems. Any failure or interruption or breach in security of these systems could result in failures or interruptions in our customer relationship management, internet banking, website, general ledger, deposit, loan servicing and/or wire origination systems.

We cannot assure you that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed by us or the third parties on which we rely. The Company may not be insured against all types of losses as a result of third party failures and insurance coverage may be inadequate to cover all losses resulting from system failures or other disruptions. The occurrence of any failures or interruptions could have a material adverse effect on our business, financial condition, results of operations and cash flows. If any of our third-party service providers experience financial, operational or technological difficulties, or if there is any other disruption in our relationships with them, we may be required to locate alternative sources of such services, and we cannot assure you that we could negotiate terms that are as favorable to us, or could obtain services with similar functionality as found in our existing systems without the need to expend substantial resources, if at all. Any of these circumstances could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Additionally, the bank regulatory agencies expect financial institutions to be responsible for all aspects of our vendors' performance, including aspects which they delegate to third parties. Disruptions or failures in the physical infrastructure or operating systems that support our businesses and clients, or cyber attacks or security breaches of the

networks, systems or devices that our clients use to access our products and services could result in client attrition, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially adversely affect our results of operations or financial condition.

***We depend on the accuracy and completeness of information about customers and counterparties.***

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. We also may rely on representations of customers and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, under our accounts receivable financing arrangements, we rely on information, such as invoices, contracts and other supporting documentation, provided by our customers and their account debtors to determine the amount of credit to extend. Similarly, in deciding whether to extend credit, we may rely upon our customers' representations that their financial statements conform to U.S. GAAP (or other applicable accounting standards in foreign markets) and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our financial condition, results of operations, financial reporting or reputation could be negatively affected if we rely on materially misleading, false, inaccurate or fraudulent information.

***Our controls and procedures may fail or be circumvented.***

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the Company's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, financial condition and results of operations.

***Our accounting estimates and risk management processes rely on analytical and forecasting models.***

Processes that management uses to estimate our probable credit losses and to measure the fair value of financial instruments, as well as the processes used to estimate the effects of changing interest rates and other market measures on our financial condition and results of operations, depend upon the use of analytical and forecasting models. These models reflect assumptions that may not be accurate, particularly in times of market stress or other unforeseen circumstances. Even if these assumptions are accurate, the models may prove to be inadequate or inaccurate because of other flaws in their design or their implementation.

If the models that management uses for interest rate risk and asset-liability management are inadequate, we may incur increased or unexpected losses upon changes in market interest rates or other market measures. If the models that management uses for determining our probable credit losses are inadequate, the allowance for loan losses may not be sufficient to support future charge-offs. If the models that management uses to measure the fair value of financial instruments are inadequate, the fair value of such financial instruments may fluctuate unexpectedly or may not accurately reflect what we could realize upon sale or settlement of such financial instruments. Any such failure in management's analytical or forecasting models could have a material adverse effect on our business, financial condition and results of operations.

***Changes in accounting standards could materially impact our financial statements.***

From time to time, the Financial Accounting Standards Board or the SEC may change the financial accounting and reporting standards that govern the preparation of our financial statements. In addition, the bodies that interpret the accounting standards (such as banking regulators or outside auditors) may change their interpretations or positions on how these standards should be applied. These changes may be beyond our control, can be difficult to predict and can materially impact how we record and report our financial condition or results of operations. In some cases, we could be required to apply a new or revised standard retrospectively, or apply an existing standard differently, also retrospectively, in each case resulting in our revising or restating prior period financial statements.

***The costs and effects of litigation, investigations or similar matters, or adverse facts and developments related thereto, could materially affect our business, operating results and financial condition.***

We may be involved from time to time in a variety of litigation, investigations or similar matters arising out of our business. Our insurance may not cover all claims that may be asserted against us and indemnification rights to which we are entitled may not be honored, and any claims asserted against us, regardless of merit or eventual outcome, may harm our reputation. Should the ultimate judgments or settlements in any litigation or investigation significantly exceed our insurance coverage, they could have a material adverse effect on our business, financial condition and results of operations. In addition, premiums for insurance covering the financial and banking sectors are rising. We may not be able to obtain appropriate types or levels of insurance in the future, nor may we be able to obtain adequate replacement policies with acceptable terms or at historic rates, if at all.

***We may incur fines, penalties and other negative consequences from regulatory violations, which are possibly inadvertent or unintentional violations.***

We maintain systems and procedures designed to ensure that we comply with applicable laws and regulations, but there can be no assurance that these will be effective. We may incur fines, penalties and other negative consequences from regulatory violations. We may suffer other negative consequences resulting from findings of noncompliance with laws and regulations, that may also damage our reputation, and this in turn might materially affect our business and results of operations.

***Our risk management framework may not be effective which could have a material adverse effect on our strategic planning and our mitigation of risks and/or losses as well as have adverse regulatory consequences.***

Our risk management framework seeks to mitigate risk and loss to us. We have established processes and procedures intended to identify, measure, monitor, report and analyze the types of risk to which we are subject, including liquidity risk, credit risk, market risk, interest rate risk, operational risk, legal and compliance risk, and reputational risk, among others. However, as with any risk management framework, there are inherent limitations to our risk management strategies as there may exist or develop in the future risks that we have not appropriately anticipated or identified. If our risk management framework is not effective, we could suffer unexpected losses and our business, results of operations and financial condition could be materially adversely affected. We may also be subject to potentially adverse regulatory consequences.

***We are exposed to the risk of environmental liabilities with respect to properties to which we take title.***

In the course of our business, when a borrower defaults on a loan secured by real property, we generally purchase the property in foreclosure or accept a deed to the property surrendered by the borrower. We may also take over the management of properties when owners have defaulted on loans. While we have guidelines intended to exclude properties with an unreasonable risk of contamination, hazardous substances may exist on some of the properties that we own, manage or occupy and unknown hazardous risks could impact the value of real estate collateral. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial and exceed the value of the property. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If we become subject to significant environmental liabilities, business, results of operations and financial condition could be adversely affected.

***We are subject to a variety of operational risks, the manifestation of any one of which may adversely affect our business and results of operations.***

We are exposed to many types of operational risks, including reputational risk, legal and compliance risk, the risk of fraud or theft by employees or outsiders and the risk of unauthorized transactions or operational errors by employees, including clerical or record-keeping errors or errors resulting from faulty or disabled computer or telecommunications systems.

Because the nature of the financial services business involves a high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. Our necessary dependence upon automated systems to record and process transactions and our large transaction volume may further increase the risk that technical flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. We also may be subject to disruptions of our operating systems arising from events that are wholly or partially beyond our control (for example, computer viruses or electrical or telecommunications outages, natural disasters, disease pandemics or other damage to property or physical assets), which may give rise to disruption of service to customers and to financial loss or liability. The occurrence of any of these risks could diminish our ability to operate our business (for example, by requiring us to expend significant resources to correct the defect), as well as potential liability to customers, reputational damage and regulatory intervention, which in turn could materially and adversely affect our business, financial condition and results of operations.

***Reputational risk can adversely affect our business.***

Threats to our reputation can come from many sources, including adverse sentiment about financial institutions generally, unethical practices, employee misconduct, failure to deliver minimum standards of service or quality, compliance deficiencies, and questionable or fraudulent activities of our customers. We have policies and procedures in place to protect our reputation and promote ethical conduct, but these policies and procedures may not be fully effective. Negative publicity regarding our business, employees, or customers, with or without merit, may result in the loss of customers, investors and employees, costly litigation, a decline in revenues and increased governmental regulation.

***We may not be able to attract and retain key personnel and other skilled employees.***

Our success depends, in large part, on the skills of our management team and our ability to retain, recruit and motivate key officers and employees. Our senior management team has significant industry experience, and their knowledge and relationships would be difficult to replace. Leadership changes will occur from time to time, and we cannot predict whether significant resignations will occur or whether we will be able to recruit additional qualified personnel. Competition for senior executives and skilled personnel in the financial services and banking industry is intense, which means the cost of hiring, incentivizing and retaining skilled personnel may continue to increase. We need to continue to attract and retain key personnel and to recruit qualified individuals to succeed existing key personnel to ensure the continued growth and successful operation of our business. In addition, as a provider of relationship-based commercial banking services, we must attract and retain qualified banking personnel to continue to grow our business, and competition for such personnel can be intense. Our ability to effectively compete for senior executives and other qualified personnel by offering competitive compensation and benefit arrangements may be restricted by applicable banking laws and regulations as discussed in “*Item 1. Business—Supervision and Regulation—Incentive Compensation.*” The loss of the services of any senior executive or other key personnel, or the inability to recruit and retain qualified personnel in the future, could have a material adverse effect on our business, financial condition or results of operations. In addition, to attract and retain personnel with appropriate skills and knowledge to support our business, we may offer a variety of benefits, which could reduce our earnings or have a material adverse effect on our business, financial condition or results of operations.

***Severe weather, natural disasters, acts of war or terrorism and other external events could significantly impact our business.***

Severe weather, natural disasters, acts of war or terrorism and other adverse external events could have a significant impact on our ability to conduct business. Such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause us to incur additional expenses. For example, our primary market areas in California are subject to earthquakes and fires. Operations in our market could be disrupted by both the evacuation of large portions of the population as well as damage and or lack of access to our banking and operation facilities. While we have not experienced such event to date, other severe weather or natural disasters, acts of war or terrorism or other adverse external events may occur in the future. Although management has established disaster recovery policies and procedures, the occurrence of any such event could have a material adverse effect on our business financial condition and results of operations.

## Risks Related to Our Securities

### *Our securities are not an insured deposit.*

Our securities are not bank deposits and, therefore, are not insured against loss by the FDIC, any other deposit insurance fund or by any other public or private entity. Investment in our securities is inherently risky for the reasons described in this section and elsewhere in this report and is subject to the same market forces that affect the price of securities in any company.

### *The price of our common stock may fluctuate significantly, and this may make it difficult for you to resell shares of common stock owned by you at times or at prices you find attractive.*

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility. In some cases, the markets have produced downward pressure on stock prices for certain issuers without regard to those issuers' underlying financial strength. As a result, the trading volume in our common stock may fluctuate more than usual and cause significant price variations to occur.

The trading price of the shares of our common stock will depend on many factors, which may change from time to time and which may be beyond our control, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales or offerings of our equity or equity related securities, and other factors identified above under "Cautionary Note Regarding Forward Looking Statements" and "Risk Factors" below. These broad market fluctuations have adversely affected and may continue to adversely affect the market price of our common stock. Among the factors that could affect our stock price are:

- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- changes in financial estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our common stock or those of other financial institutions;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community generally or relating to our reputation, our operations, our market area, our competitors or the financial services industry in general;
- strategic actions by us or our competitors, such as acquisitions, restructurings, dispositions or financings;
- actions by institutional investors;
- fluctuations in the stock price and operating results of our competitors;
- future sales of our equity, equity related or debt securities;
- proposed or adopted regulatory changes or developments;
- anticipated or pending investigations, proceedings, or litigation that involve or affect us;
- trading activities in our common stock, including short selling;
- deletion from well-known index or indices;
- domestic and international economic factors unrelated to our performance; and
- general market conditions and, in particular, developments related to market conditions for the financial services industry.

***The trading volume in our common stock is less than that of other larger financial services companies.***

Although our common stock is listed for trading on the Nasdaq, its trading volume is generally less than that of other, larger financial services companies, and investors are not assured that a liquid market will exist at any given time for our common stock. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace at any given time of willing buyers and sellers of our common stock. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the lower trading volume of our common stock, significant sales of our common stock, or the expectation of these sales, could cause our stock price to fall.

***There are also various regulatory restrictions on the ability of HBC to pay dividends or make other payments to HCC in particular, federal and state banking laws regulate the amount of dividends that may be paid by HBC without prior approval.***

Dodd-Frank requires federal banking agencies to establish more stringent risk-based capital guidelines and leverage limits applicable to banks and bank holding companies. In July 2013, the federal banking regulators issued final rules, which, among other things, are intended to implement in the United States the Basel Committee on Banking Supervision's regulatory capital guidelines, including the reforms known as Basel III. The Basel III capital rules issued by the Federal Reserve provide that distributions (including dividend payments and redemptions) on additional Tier 1 capital instruments may only be paid out of net income, retained earnings, or surplus related to other additional Tier 1 capital instruments. The Basel III capital rules also introduced a new capital conservation buffer on top of the minimum risk-based capital ratios. Failure to maintain a capital conservation buffer above certain levels will result in restrictions on HCC's ability to make dividend payments, redemptions or other capital distributions. These requirements, and any other new regulations or capital distribution constraints, could adversely affect the ability of HBC to pay dividends to HCC and, in turn, affect HCC's ability to pay dividends on the HCC common stock.

The Federal Reserve may also, as a supervisory matter, otherwise limit HCC's ability to pay dividends on the HCC common stock.

In addition, the HCC common stock may be fully subordinate to interests held by the U.S. government in the event of a receivership, insolvency, liquidation, or similar proceeding, including a proceeding under the "orderly liquidation authority" provisions of Dodd-Frank.

***Federal and state law may limit the ability of another party to acquire us, which could cause the price of our securities to decline.***

Federal law prohibits a person or group of persons "acting in concert" from acquiring "control" of a bank holding company unless the Federal Reserve has been given 60 days prior written notice of such proposed acquisition and within that time period the Federal Reserve has not issued a notice disapproving the proposed acquisition or extending for up to another 30 days the period during which such a disapproval may be issued. An acquisition may be made prior to the expiration of the disapproval period if the Federal Reserve issues written notice of its intent not to disapprove the action. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank or bank holding company with a class of securities registered under Section 12 of the Exchange Act would, under the circumstances set forth in the presumption, constitute the acquisition of control. In addition, any "company" would be required to obtain the approval of the Federal Reserve under the BHCA, before acquiring 25% (5% in the case of an acquirer that is, or is deemed to be, a bank holding company) or more of any class of voting stock, or such lesser number of shares as may constitute control.

Under the California Financial Code, no person may, directly or indirectly, acquire control of a California state bank or its holding company unless the DBO has approved such acquisition of control. A person would be deemed to have acquired control of HBC if such person, directly or indirectly, has the power: (i) to vote 25% or more of the voting power of HBC; or (ii) to direct or cause the direction of the management and policies of HBC. For purposes of this law, a person who directly or indirectly owns or controls 10% or more of our outstanding common stock would be presumed to control HBC.

These provisions of federal and state law may prevent a merger or acquisition that would be attractive to shareholders and could limit the price investors would be willing to pay in the future for our securities.

***We may raise additional capital, which could have a dilutive effect on the existing holders of our securities and adversely affect the market price of our securities.***

We are not restricted from issuing additional shares of common stock or securities that are convertible into or exchangeable for, or represent the right to receive shares of common stock. We frequently evaluate opportunities to access the capital markets taking into account our regulatory capital ratios, financial condition and other relevant considerations and, subject to market conditions, we may take further capital actions. Such actions could include, among other things, the issuance of additional shares of common stock or other securities in public or private transactions in order to further increase our capital levels above the requirements for a “well-capitalized” institution established by the federal bank regulatory agencies as well as other regulatory targets. These issuances could dilute ownership interests of investors and could dilute the per share book value of our common stock.

***We issue stock options and shares of restricted stock to officers and other employees under the Company's compensation programs which may have a dilutive effect on holders of our common stock.***

The Company issues stock options and restricted stock to its officers and other employees in accordance with its equity plans approved by the shareholders. The exercise of stock options and the issuance of restricted stock under the Company's compensation program may dilute the ownership interests of existing holders of our common stock, and any sales in the public market of any shares of our common stock issuable upon exercise or vesting of restricted stock could adversely affect the prevailing market price of our common stock.

***The issuance of shares of preferred stock could adversely affect holders of common stock, which may negatively impact an investment in our securities.***

Our board of directors is authorized to issue classes or series of preferred stock without any action on the part of the shareholders, except in certain circumstances. Our board of directors also has the power, without shareholder approval except in certain circumstances, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights and preferences over the common stock with respect to dividends or upon the liquidation, dissolution or winding up of our business and other terms. If we issue preferred stock in the future that has a preference over the common stock with respect to the payment of dividends or upon liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of the common stock, then the rights of holders of the common stock or the market price of the common stock could be adversely affected.

#### **ITEM 1B — UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2 — PROPERTIES**

The main and executive offices of HCC and HBC are located at 150 Almaden Boulevard in San Jose, California 95113, with branch offices located at 15575 Los Gatos Boulevard in Los Gatos, California 95032, at 387 Diablo Road in Danville, California 94526, at 3137 Stevenson Boulevard in Fremont, California 94538, at 300 Main Street in Pleasanton, California 94566, at 101 Ygnacio Valley Road in Walnut Creek, California 94596, at 18625 Sutter Boulevard in Morgan Hill, California 95037, at 7598 Monterey Street in Gilroy, California 95020, at 419 S. San Antonio Road in Los Altos, California 94022, at 333 W. El Camino Real in Sunnyvale, California 94087, and at 351 Tres Pinos Road in Hollister, California 95023. Bay View Funding's administrative offices are located at 2933 Bunker Hill Lane, Santa Clara, CA 95054.

##### **Main Offices**

The main office of HBC is located at 150 Almaden Boulevard in San Jose, California on the first three floors in a fifteen-story Class-A type office building. All three floors, consisting of approximately 35,547 square feet, are subject to a direct lease dated April 13, 2000, as amended, which expires on May 31, 2020. The current monthly rent payment is \$108,063 with annual increases of 3% until the lease expires. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In January of 1997, the Company leased approximately 1,255 square feet (referred to as the “Kiosk”) located next to the primary operating area at 150 Almaden Boulevard in San Jose, California to be used for meetings, staff training and marketing events. The current monthly rent payment is \$3,815 with annual increases of 3% until the lease expires on May 31, 2020. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In June of 2015, the Company amended its primary lease at 150 Almaden Boulevard in San Jose, California to include 4,484 square feet of expansion space in a five-story Class-B type office building located at 100 W. San Fernando Street, San Jose, California, adjacent to the main office. The current monthly rent payment is \$11,075 with 3% annual increases until the lease expires on May 31, 2020. The Company has reserved the right to extend the term of the lease for one additional period of five years.

### **Branch Offices**

In June of 2007, as part of the acquisition of Diablo Valley Bank, the Company took ownership of an 8,285 square foot one-story commercial office building, including the land, located at 387 Diablo Road in Danville, California.

In June of 2008, the Company leased approximately 5,213 square feet on the first floor in a two-story multi-tenant office building located at 419 S. San Antonio Road in Los Altos, California. The current monthly rent payment is \$27,576 and is subject to annual increases of 3% until the lease expires on April 30, 2018. The Company has reserved the right to extend the term of the lease for two additional periods of five years each.

In September of 2010, the Company extended its lease for approximately 4,096 square feet in an one-story stand-alone office building located at 300 Main Street in Pleasanton, California. The current monthly rent payment is \$17,118 and is subject to annual increases of 3% until the lease expires on October 31, 2017.

In September of 2012, the Company leased, effective March 1, 2013, approximately 3,172 square feet in an one-story multi-tenant multi-use building located at 3137 Stevenson Boulevard in Fremont, California. The monthly rent payment is \$7,676 and is subject to annual increases of 3% until the lease expires on February 29, 2020. The Company has reserved the right to extend the term of the lease for one additional period of four years and another additional period of three years.

In June of 2013, the Company leased approximately 3,022 square feet on the first floor of a three-story multi-tenant office building located at 333 West El Camino Real in Sunnyvale, California. The current monthly rent payment is \$12,385 and is subject to annual increases of 3% until the lease expires on May 31, 2018. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In October of 2013, the Company extended its lease for approximately 1,920 square feet in a one story stand-alone building located in an office complex at 15575 Los Gatos Boulevard in Los Gatos, California. The current monthly rent payment is \$6,189 and is subject to annual increases of 3% until the lease expires on November 30, 2018. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In April of 2014, the Company leased approximately 3,391 square feet in a multi-tenant commercial center located at 351 Tres Pinos in Hollister, CA. The current monthly rent payment is \$4,497 and is subject to annual increases of 3% until the lease expires on June 30, 2019. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In May of 2014, the Company extended its lease for approximately 3,850 square feet on the first floor in a four story multi-tenant office building located at 101 Ygnacio Valley Road in Walnut Creek, California. The current monthly rent payment is \$14,296 and is subject to 3% annual increases until the lease expires on August 15, 2021. In addition, the Company modified its lease to include 1,461 square feet of expansion space. The current monthly rent for the expansion space is \$4,412 and is subject to annual increases of 3% until the lease expires. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In August of 2014, the Company amended and extended its lease at 18625 Sutter Boulevard in Morgan Hill, California to include approximately 4,716 square feet in a one story multi-tenant office building located. The current monthly rent payment is \$6,113 with annual increases of 2% until the lease expires on October 31, 2021. The Company has reserved the right to extend the term of the lease for one additional period of five years.



In September of 2016, the Company leased approximately 2,505 square feet on the first floor in a three-story multi-tenant multi-use building located at 7598 Monterey Street in Gilroy, California. The current monthly rent payment is \$5,260 until the lease expires on September 30, 2019. The Company has reserved the right to extend the term of the lease for two additional periods of five years each.

### Bay View Funding Office

In July 15, 2016, Bay View Funding leased approximately 7,440 square feet in a two-story multi-tenant office building located at 2933 Bunker Hill Lane, Santa Clara, CA 95054. The current monthly rent payment is \$25,296 until the lease expires on February 29, 2020. The Company has reserved the right to extend the term of the lease for one additional period of two years.

For additional information on operating leases and rent expense, refer to Note 7 to the Consolidated Financial Statements following “Item 15 — *Exhibits and Financial Statement Schedules.*”

### ITEM 3 — LEGAL PROCEEDINGS

The Company is involved in certain legal actions arising from normal business activities. Management, based upon the advice of legal counsel, believes the ultimate resolution of all pending legal actions will not have a material effect on the financial statements of the Company.

### ITEM 4 — MINE SAFETY DISCLOSURES

Not Applicable.

## PART II

### ITEM 5 — MARKET FOR THE REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

The Company’s common stock is listed on the NASDAQ Global Select Market under the symbol “HTBK.”

The information in the following table for 2016 and 2015 indicates the high and low closing prices for the common stock, based upon information provided by the NASDAQ Global Select Market and cash dividend payment for each quarter presented.

Quarter	Stock Price		Dividend Per Share
	High	Low	
<b>Year ended December 31, 2016:</b>			
Fourth quarter	\$ 14.46	\$ 10.71	\$ 0.09
Third quarter	\$ 11.90	\$ 10.20	\$ 0.09
Second quarter	\$ 10.97	\$ 9.80	\$ 0.09
First quarter	\$ 11.55	\$ 9.04	\$ 0.09
<b>Year ended December 31, 2015:</b>			
Fourth quarter	\$ 12.25	\$ 10.28	\$ 0.08
Third quarter	\$ 11.83	\$ 9.45	\$ 0.08
Second quarter	\$ 9.75	\$ 8.75	\$ 0.08
First quarter	\$ 9.14	\$ 8.21	\$ 0.08

The closing price of our common stock on February 15, 2017 was \$14.27 per share as reported by the NASDAQ Global Select Market.

As of February 15, 2017, there were approximately 613 holders of record of common stock. There are no other classes of common equity outstanding.

## Dividend Policy

The amount of future dividends will depend upon our earnings, financial condition, capital requirements and other factors, and will be determined by our board of directors on a quarterly basis. It is Federal Reserve policy that bank holding companies generally pay dividends on common stock only out of income available over the past year, and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. It is also Federal Reserve policy that bank holding companies not maintain dividend levels that undermine the holding company's ability to be a source of strength to its banking subsidiaries. Additionally, in consideration of the current financial and economic environment, the Federal Reserve has indicated that bank holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong. Under the federal Prompt Corrective Action regulations, the Federal Reserve or the FDIC may prohibit a bank holding company from paying any dividends if the holding company's bank subsidiary is classified as undercapitalized.

As a holding company, our ability to pay cash dividends is affected by the ability of our bank subsidiary, HBC, to pay cash dividends. The ability of HBC (and our ability) to pay cash dividends in the future and the amount of any such cash dividends is and could be in the future further influenced by bank regulatory requirements and approvals and capital guidelines.

The decision whether to pay dividends will be made by our board of directors in light of conditions then existing, including factors such as our results of operations, financial condition, business conditions, regulatory capital requirements and covenants under any applicable contractual arrangements, including agreements with regulatory authorities.

For information on the statutory and regulatory limitations on the ability of the Company to pay dividends and on HBC to pay dividends to HCC see "*Item 1 — Business — Supervision and Regulation — Dividends.*"

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2016 regarding equity compensation plans under which equity securities of the Company were authorized for issuance:

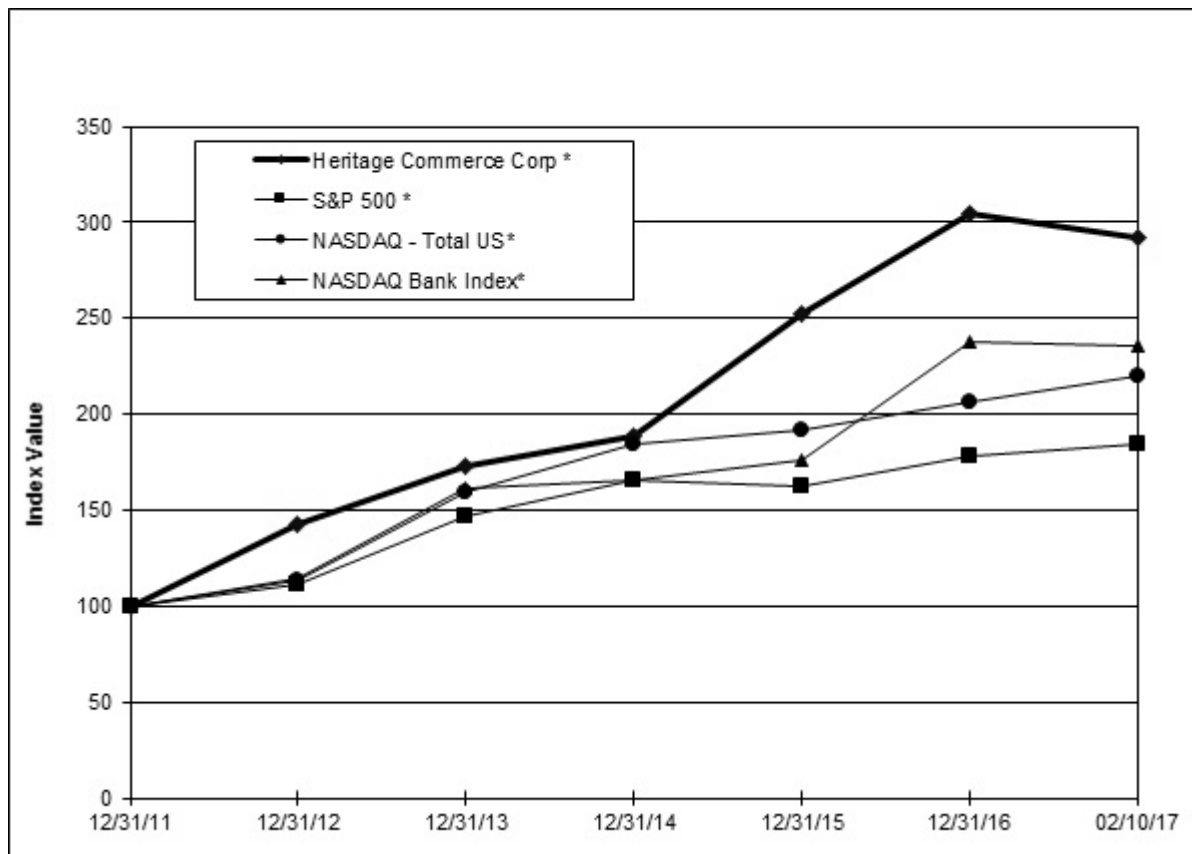
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders. . . . .	1,719,091 (1)	\$ 9.79	601,765 (2)
Equity compensation plans not approved by security holders. . . . .	N/A	N/A	N/A

(1) Consists of 875,450 options to acquire shares under the Company's Amended and Restated 2004 Equity Plan and 843,641 options to acquire shares under the Company's 2013 Equity Incentive Plan.

(2) Available under the Company's 2013 Equity Incentive Plan.

## Performance Graph

The following graph compares the stock performance of the Company from December 31, 2011 to February 10, 2017, to the performance of several specific industry indices. The performance of the S&P 500 Index, NASDAQ Stock Index and NASDAQ Bank Stocks were used as comparisons to the Company's stock performance. Management believes that a performance comparison to these indices provides meaningful information and has therefore included those comparisons in the following graph.



The following chart compares the stock performance of the Company from December 31, 2011 to February 10, 2017, to the performance of several specific industry indices. The performance of the S&P 500 Index, NASDAQ Stock Index and NASDAQ Bank Stocks were used as comparisons to the Company's stock performance.

Index	Period Ending						
	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16	02/10/17
Heritage Commerce Corp *	100	143	173	189	252	304	292
S&P 500 *	100	112	146	166	163	178	184
NASDAQ - Total US*	100	114	160	185	192	207	220
NASDAQ Bank Index*	100	114	161	166	176	238	236

\* Source: SNL Financial Bank Information Group — (434) 977-1600

## ITEM 6 — SELECTED FINANCIAL DATA

The following table presents a summary of selected financial information that should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto following Item 15 — *Exhibits and Financial Statement Schedules*.

### SELECTED FINANCIAL DATA

	AT OR FOR YEAR ENDED DECEMBER 31,				
	2016	2015	2014	2013	2012
(Dollars in thousands, except per share data)					
<b>INCOME STATEMENT DATA:</b>					
Interest income	\$ 94,431	\$ 78,743	\$ 59,256	\$ 52,786	\$ 52,565
Interest expense	3,211	2,422	2,153	2,600	4,187
Net interest income before provision for loan losses	91,220	76,321	57,103	50,186	48,378
Provision (credit) for loan losses	1,237	32	(338)	(816)	2,784
Net interest income after provision for loan losses	89,983	76,289	57,441	51,002	45,594
Noninterest income	11,625	8,985	7,746	7,214	8,865
Noninterest expense	57,639	58,673	44,222	40,470	39,061
Income before income taxes	43,969	26,601	20,965	17,746	15,398
Income tax expense	16,588	10,104	7,538	6,206	5,489
Net income	27,381	16,497	13,427	11,540	9,909
Dividends and discount accretion on preferred stock	(1,512)	(1,792)	(1,008)	(336)	(1,206)
Net income available to common shareholders	25,869	14,705	12,419	11,204	8,703
Less: undistributed earnings allocated to Series C Preferred Stock	(1,278)	(912)	(1,342)	(1,687)	(1,527)
Distributed and undistributed earnings allocated to common shareholders	\$ 24,591	\$ 13,793	\$ 11,077	\$ 9,517	\$ 7,176
<b>PER COMMON SHARE DATA:</b>					
Basic net income(1)	\$ 0.72	\$ 0.48	\$ 0.42	\$ 0.36	\$ 0.27
Diluted net income(2)	\$ 0.72	\$ 0.48	\$ 0.42	\$ 0.36	\$ 0.27
Book value per common share(3)	\$ 6.85	\$ 7.03	\$ 6.22	\$ 5.84	\$ 5.71
Tangible book value per common share(4)	\$ 5.46	\$ 5.35	\$ 5.60	\$ 5.78	\$ 5.63
Pro forma book value per common share assuming Series C Preferred Stock was converted into common stock(5)	\$ —	\$ 6.51	\$ 5.74	\$ 5.43	\$ 5.32
Pro forma tangible book value per share, assuming Series C Preferred Stock was converted into common stock(6)	\$ —	\$ 5.07	\$ 5.23	\$ 5.38	\$ 5.25
Dividend payout ratio(7)	49.77 %	65.09 %	42.88 %	16.60 %	N/A
Weighted average number of shares outstanding — basic	33,933,806	28,567,213	26,390,615	26,338,161	26,303,245
Weighted average number of shares outstanding — diluted	34,219,121	28,786,078	26,526,282	26,386,452	26,329,336
Common shares outstanding at period end	37,941,007	32,113,479	26,503,505	26,350,938	26,322,147
Pro forma common shares outstanding at period end, assuming Series C Preferred Stock was converted into common stock(8)	—	37,714,479	32,104,505	31,951,938	31,923,147
<b>BALANCE SHEET DATA:</b>					
Securities (available-for sale and held-to-maturity)	\$ 630,599	\$ 494,390	\$ 301,697	\$ 376,021	\$ 419,384
Net loans	\$ 1,483,518	\$ 1,339,790	\$ 1,070,264	\$ 895,749	\$ 793,286
Allowance for loan losses	\$ 19,089	\$ 18,926	\$ 18,379	\$ 19,164	\$ 19,027
Goodwill and other intangible assets	\$ 52,614	\$ 54,182	\$ 16,320	\$ 1,527	\$ 2,000
Total assets	\$ 2,570,880	\$ 2,361,579	\$ 1,617,103	\$ 1,491,632	\$ 1,693,312
Total deposits	\$ 2,262,140	\$ 2,062,775	\$ 1,388,386	\$ 1,286,221	\$ 1,479,368
Subordinated debt	\$ —	\$ —	\$ —	\$ —	\$ 9,279
Short-term borrowings	\$ —	\$ 3,000	\$ —	\$ —	\$ —
Total shareholders' equity	\$ 259,850	\$ 245,436	\$ 184,358	\$ 173,396	\$ 169,741
<b>SELECTED PERFORMANCE RATIOS:(9)</b>					
Return on average assets	1.13 %	0.86 %	0.88 %	0.81 %	0.73 %
Return on average tangible assets	1.15 %	0.88 %	0.88 %	0.81 %	0.73 %
Return on average equity	10.71 %	8.04 %	7.44 %	6.77 %	5.75 %
Return on average tangible equity	13.55 %	9.41 %	7.60 %	6.84 %	5.83 %
Net interest margin (fully tax equivalent)	4.12 %	4.41 %	4.10 %	3.84 %	3.88 %
Efficiency ratio	56.04 %	68.78 %	68.19 %	70.51 %	68.24 %
Average net loans (excludes loans held-for-sale) as a percentage of average deposits	66.25 %	70.82 %	74.54 %	67.26 %	67.98 %
Average total shareholders' equity as a percentage of average total assets	10.54 %	10.73 %	11.85 %	11.90 %	12.72 %
<b>SELECTED ASSET QUALITY DATA:(10)</b>					
Net charge-offs (recoveries) to average loans	0.08 %	(0.04)%	0.05 %	(0.11)%	0.57 %
Allowance for loan losses to total loans	1.27 %	1.39 %	1.69 %	2.09 %	2.34 %
Nonperforming loans to total loans	0.20 %	0.47 %	0.54 %	1.29 %	2.24 %
Nonperforming assets	\$ 3,288	\$ 6,742	\$ 6,551	\$ 12,393	\$ 19,464
<b>HERITAGE COMMERCE CORP CAPITAL RATIOS:</b>					
Total risk-based	12.5 %	12.5 %	13.9 %	15.3 %	16.2 %
Tier 1 risk-based	11.5 %	11.4 %	12.6 %	14.0 %	15.0 %
Common equity Tier 1 risk-based capital	11.5 %	10.4 %	N/A	N/A	N/A
Leverage	8.5 %	8.6 %	10.6 %	11.2 %	11.5 %

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Notes:

- (1) Represents distributed and undistributed earnings allocated to common shareholders, divided by the average number of shares of common stock outstanding for the respective period. See Note 17 to the consolidated financial statements.
  - (2) Represents distributed and undistributed earnings allocated to common shareholders, divided by the average number of shares of common stock and common stock-equivalents outstanding for the respective period. See Note 17 to the consolidated financial statements.
  - (3) Represents shareholders' equity minus preferred stock divided by the number of shares of common stock outstanding at December 31, 2015, 2014, 2013, and 2012. See Item 7 — *Management's Discussion and Analysis of Financial Condition and Results of Operations — Series C Preferred Stock*.
  - (4) Represents shareholders' equity minus preferred stock, minus goodwill and other intangible assets divided by the number of shares of common stock outstanding at December 31, 2015, 2014, 2013, and 2012. See Item 7 — *Management's Discussion and Analysis of Financial Condition and Results of Operations — Series C Preferred Stock*.
  - (5) Represents shareholders' equity minus preferred stock divided by the number of shares of common stock outstanding at December 31, 2015, 2014, 2013, and 2012, assuming 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common stock. See Item 7 — *Management's Discussion and Analysis of Financial Condition and Results of Operations — Series C Preferred Stock*.
  - (6) Represents shareholders' equity minus preferred stock, minus goodwill and other intangible assets divided by the number of shares of common stock outstanding at December 31, 2015, 2014, 2013, and 2012, assuming 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common stock. See Item 7 — *Management's Discussion and Analysis of Financial Condition and Results of Operations — Series C Preferred Stock*.
  - (7) Percentage is calculated based on dividends paid on common stock and Series C Preferred Stock for the year ended December 31, 2016, 2015, 2014, 2013, and 2012 (on an as converted basis) divided by net income.
  - (8) Assumes 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common stock at December 31, 2015, 2014, 2013, and 2012.
  - (9) Average balances used in this table and throughout this Annual Report are based on daily averages.
  - (10) Average loans and total loans exclude loans held-for-sale.
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## **ITEM 7 — MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion provides information about the results of operations, financial condition, liquidity, and capital resources of Heritage Commerce Corp (the “Company” or “HCC”), its wholly-owned subsidiary, Heritage Bank of Commerce (the “Bank” or “HBC”), and HBC’s wholly-owned subsidiary, BVF/CSNK Acquisition Corp., a Delaware corporation (“BVF”), and its subsidiary CSNK Working Capital Finance Corp, a California Corporation, dba Bay View Funding (“CSNK”). BVF and CSNK are collectively referred to as “Bay View Funding.” This information is intended to facilitate the understanding and assessment of significant changes and trends related to our financial condition and the results of operations. This discussion and analysis should be read in conjunction with our consolidated financial statements and the accompanying notes presented elsewhere in this report. Unless we state otherwise or the context indicates otherwise, references to the “Company,” “Heritage,” “we,” “us,” and “our,” in this Report on Form 10-K refer to Heritage Commerce Corp and its subsidiaries.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in accordance with the accounting principles generally accepted in the United States (“U.S. GAAP”) requires management to make a number of judgments, estimates and assumptions that affect the reported amount of assets, liabilities, income and expense in the financial statements. Various elements of our accounting policies, by their nature, involve the application of highly sensitive and judgmental estimates and assumptions. Some of these policies and estimates relate to matters that are highly complex and contain inherent uncertainties. It is possible that, in some instances, different estimates and assumptions could reasonably have been made and used by management, instead of those we applied, which might have produced different results that could have had a material effect on the financial statements.

We have identified the following accounting policies and estimates that, due to the inherent judgments and assumptions and the potential sensitivity of the financial statements to those judgments and assumptions, are critical to an understanding of our financial statements. We believe that the judgments, estimates and assumptions used in the preparation of the Company’s financial statements are appropriate. For a further description of our accounting policies, see Note 1 — *Summary of Significant Accounting Policies* in the financial statements included in this Form 10-K.

#### ***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### ***Allowance for Loan Losses***

The allowance for loan losses is an estimate of the losses in our loan portfolio. The allowance is only an estimate of the inherent loss in the loan portfolio and may not represent actual losses realized over time, either of losses in excess of the allowance or of losses less than the allowance. Our accounting for estimated loan losses is discussed under the heading “*Allowance for Loan Losses*” and disclosed primarily in Notes 1 and 4 to the consolidated financial statements.

#### ***Loan Sales and Servicing***

The amounts of gains recorded on sales of loans and the initial recording of servicing assets and interest-only (“I/O”) strips are based on the estimated fair values of the respective components. In recording the initial value of the servicing assets and the fair value of the I/O strips receivable, the Company uses estimates which are made on management’s expectations of future prepayment and discount rates as discussed in Notes 1 and 5 to the consolidated financial statements.

#### ***Stock Based Compensation***

We grant stock options to purchase our common stock and restricted stock to our employees and directors under the 2013 Equity Incentive Plan. Additionally, we have outstanding options that were granted under option plans from

which we no longer make grants. The benefits provided under all of these plans are subject to the provisions of accounting guidance related to share-based payments. Our results of operations for fiscal years 2016, 2015, and 2014 were impacted by the recognition of non-cash expense related to the fair value of our share-based compensation awards.

The determination of fair value of stock-based payment awards on the date of grant using the Black-Scholes model is affected by our stock price, as well as the input of other subjective assumptions. These assumptions include, but are not limited to, the expected term of stock options and our stock price volatility. Our stock options have characteristics significantly different from those of traded options, and changes in the assumptions can materially affect the fair value estimates.

Current accounting guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. If actual forfeitures vary from our estimates, we will recognize the difference in compensation expense in the period the actual forfeitures occur.

### ***Business Combinations***

The Company accounts for acquisitions of businesses using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their estimated fair values at the date of acquisition. This fair value may differ from the cost basis recorded on the acquired institution's financial statements. Management performs an initial assessment to determine which assets and liabilities must be designated for fair value analysis. Management typically engages experts in the field of valuation to perform the valuation of significant assets and liabilities and, after assessing the resulting fair value computation, will utilize such value in computing the initial purchase accounting adjustments for the acquired assets. It is possible that these values could be viewed differently through alternative valuation approaches or if performed by different experts. Management is responsible for determining that the values derived by experts are reasonable. Any excess of the purchase price over amounts allocated to the acquired assets, including identifiable intangible assets, and liabilities assumed is recorded as goodwill. The fair values of assets acquired and liabilities assumed are subject to adjustment during the first twelve months after the acquisition date if additional information becomes available to indicate a more accurate or appropriate value for an asset or liability. See Note 1 — *Summary of Significant Accounting Policies*, Note 8 — *Business Combinations* and Note 9 — *Goodwill and Other Intangible Assets* in the financial statements in this Form 10-K.

### ***Goodwill and Other Intangible Assets***

Goodwill and intangible assets are evaluated at least annually for impairment or more frequently if events or circumstances, such as changes in economic or market conditions, indicate that impairment may exist. When required, the goodwill impairment test involves a two-step process. The first test for goodwill impairment is done by comparing the reporting unit's aggregate fair value to its carrying value. Absent other indicators of impairment, if the aggregate fair value exceeds the carrying value, goodwill is not considered impaired and no additional analysis is necessary. If the carrying value of the reporting unit were to exceed the aggregate fair value, a second test would be performed to measure the amount of impairment loss, if any. To measure any impairment loss the implied fair value would be determined in the same manner as if the reporting unit were being acquired in a business combination. If the implied fair value of goodwill is less than the recorded goodwill an impairment charge would be recorded for the difference.

During 2011, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2011-08, *Intangibles—Goodwill and Other* (Topic 350). Under the ASU, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. Thus, before the first step of goodwill impairment, the entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that the fair value of goodwill is less than carrying value. The qualitative assessment includes, but is not limited to, macroeconomic and State of California economic conditions, industry and market conditions and trends, the Company's financial performance, market capitalization, stock price, and any Company-specific events relevant to the assessment. If after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step process is unnecessary. As of December 31, 2016, based on our qualitative assessment, there were no reporting units where we believed that it was more likely than not that the fair value of a reporting unit was less than its carrying amount, including goodwill. As a result, we had no reporting units where there was a reasonable possibility of failing Step 1 of the goodwill impairment test. At December 31, 2016 and December 31,

2015, goodwill from the Bay View Funding acquisition was \$13.0 million, and goodwill from the Focus Business Bank (“Focus”) acquisition was \$32.6 million.

Intangible assets consist of core deposit and customer relationship intangible assets arising from the acquisition of Diablo Valley Bank in June 2007, a core deposit intangible asset arising from the Focus acquisition in August 2015, and a below market lease, customer relationship and brokered relationship, and a non-compete agreement intangible assets arising from the acquisition of Bay View Funding in November 2014. These assets are amortized over their estimated useful lives. Impairment testing of these assets is performed at the individual asset level. Impairment exists if the carrying amount of the asset is not recoverable and exceeds its fair value at the date of the impairment test. For intangible assets, estimates of expected future cash flows (cash inflows less cash outflows) that are directly associated with an intangible asset are used to determine the fair value of that asset. Management makes certain estimates and assumptions in determining the expected future cash flows from core deposit and customer relationship intangibles including account attrition, expected lives, discount rates, interest rates, servicing costs and other factors. Significant changes in these estimates and assumptions could adversely impact the valuation of these intangible assets. If an impairment loss exists, the carrying amount of the intangible asset is adjusted to a new cost basis. The new cost basis is then amortized over the remaining useful life of the asset.

Our accounting policy for goodwill and other intangible assets is disclosed primarily in Notes 1 and 9 to the consolidated financial statements.

### ***Deferred Tax Assets***

Our net deferred income tax asset arises from temporary differences between the carrying amount of assets and liabilities reported in the financial statements and the amounts used for income tax return purposes. Our accounting for deferred tax assets is discussed under the heading “*Income Tax Expense*” and disclosed primarily in Notes 1 and 12 to the consolidated financial statements.

### ***Segment Reporting***

HBC is a commercial bank serving customers located primarily in Santa Clara, Alameda, Contra Costa, and San Benito counties of California. Bay View Funding provides business-essential working capital factoring financing to various industries throughout the United States. No customer accounts for more than 10% of revenue for HBC or the Company. The Company’s management uses segments results in its operating and strategic planning. The operating segments are Banking and Factoring.

### ***Executive Summary***

This summary is intended to identify the most important matters on which management focuses when it evaluates the financial condition and performance of the Company. When evaluating financial condition and performance management looks at certain key metrics and measures. The Company’s evaluation includes comparisons with peer group financial institutions and its own performance objectives established in the internal planning process.

The primary activity of the Company is commercial banking. The Company’s operations are located in the southern and eastern regions of the general San Francisco Bay Area of California in the counties of Santa Clara, Alameda, Contra Costa, and San Benito. The largest city in this area is San Jose and the Company’s market includes the headquarters of a number of technology based companies in the region known commonly as Silicon Valley. The Company’s customers are primarily closely held businesses and professionals.

### ***Performance Overview***

For the year ended December 31, 2016, net income was \$27.4 million, or \$0.72 per average diluted common share, compared to \$16.5 million, or \$0.48 per average diluted common share, for the year ended December 31, 2015, and \$13.4 million, or \$0.42 per average diluted common share, for the year ended December 31, 2014. The Company’s annualized return on average tangible assets was 1.15% and annualized return on average tangible equity was 13.55% for the year ended December 31, 2016, compared to 0.88% and 9.41%, respectively, for the year ended December 31, 2015, and 0.88% and 7.60% for the year ended December 31, 2014. The results of operations included a pre-tax gain from



company-owned life insurance totaling \$1.1 million for 2016, and pre-tax acquisition, severance and retention costs related to the Focus transaction totaling \$6.4 million for 2015.

### ***Bay View Funding Acquisition***

On November 1, 2014, the Company acquired Bay View Funding by purchasing all of the outstanding common stock from the stockholders of Bay View Funding for an aggregate purchase price of \$22.52 million. Bay View Funding became a wholly owned subsidiary of HBC. Based in Santa Clara, California, Bay View Funding provides business-essential working capital factoring financing to various industries throughout the United States. Bay View Funding's results of operations have been included in the Company's results beginning November 1, 2014. The following table reflects selected financial information for Bay View Funding for the periods indicated:

	<u>2016</u>	<u>2015</u>
	<u>(Dollars in thousands)</u>	
Total factored receivables at December 31, .....	\$ 49,616	\$ 40,059
Average factored receivables for year ended December 31, .....	\$ 46,425	\$ 42,091
Total full time equivalent employees at December 31, .....	35	36

### ***Focus Business Bank Merger***

On August 20, 2015 (the "acquisition date"), the Company completed the merger of HBC with Focus for an aggregate transaction value of \$66.6 million. Shareholders of Focus received a fixed exchange ratio at closing of 1.8235 shares of the Company's common stock for each share of Focus common stock. The Company issued 5,456,713 shares of the Company's common stock to Focus shareholders for a total value of \$58.3 million based on the Company's closing stock price of \$10.68 on August 20, 2015. In addition, the Company paid cash to the Focus holders of in-the-money stock options totaling \$8.3 million.

The Focus acquisition added total assets, at fair value, of approximately \$438.8 million, \$174.8 million in loans (including loans held-for-sale), at fair value, and \$405.1 million in deposits, at fair value, at August 20, 2015. Focus's results of operations have been included in the Company's results of operations beginning August 21, 2015. The one-time pre-tax severance, retention, acquisition and integration costs totaled \$6.4 million for the year ended December 31, 2015.

### ***Series C Preferred Stock***

On September 12, 2016, the Company entered into Exchange Agreements with Castle Creek Capital Partners IV, LP, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. (collectively "Preferred Stockholders") providing for the exchange of 21,004 shares of the Company's Series C Preferred Stock for 5,601,000 shares of the Company's common stock. The exchange ratio was equal to the equivalent number of shares the Preferred Stockholders would have received upon conversion of the Series C Preferred Stock. During the fourth quarter of 2016, Castle Creek Capital Partners IV, LP, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. sold all of their shares of common stock. The exchange of the Series C Preferred Stock for common stock resulted in an increase in the Company's common equity Tier 1 risk based capital ratio at December 31, 2016, but had no effect on HBC's common equity Tier 1 risk based capital ratio or other regulatory capital ratios of the Company or HBC.

### ***2016 Highlights***

The following are major factors that impacted the Company's results of operations:

- The fully tax equivalent ("FTE") net interest margin contracted 29 basis points to 4.12% for the year ended December 31, 2016, compared to 4.41% for the year ended December 31, 2015, primarily due to lower yields on loans and securities, partially offset by an increase in the accretion of the loan purchase discount interest income from the Focus acquisition.
- The total purchase discount on non-impaired loans from the Focus loan portfolio was \$4.6 million at the acquisition date, of which \$2.9 million has been accreted to loan interest income from the acquisition date through December 31, 2016. The accretion of the loan purchase discount in loan interest income from the

Focus transaction was \$1.5 million for the year ended December 31, 2016, compared to \$1.4 million for the year ended December 31, 2015.

- Net interest income increased 20% to \$91.2 million for the year ended December 31, 2016, compared to \$76.3 million for the year ended December 31, 2015, primarily due to the full year impact of the Focus loan portfolio, organic growth in the loan portfolio, the purchase of residential mortgage loan and CRE loan portfolios, and an increase in the average balance of investment securities held-for-investment.
- There was a \$1.2 million provision for loan losses for the year ended December 31, 2016, compared to a \$32,000 provision for loan losses for the year ended December 31, 2015.
- Noninterest income increased to \$11.6 million for the year ended December 31, 2016, compared to \$9.0 million for the year ended December 31, 2015, primarily due to a \$1.1 million gain on proceeds from company-owned life insurance, a \$457,000 increase in the gain on sales of securities, a \$313,000 increase in service charges and fees on deposit accounts, and a \$255,000 increase in servicing income.
- Noninterest expense for the year ended December 31, 2016 decreased to \$57.6 million, compared to \$58.7 million for the year ended December 31, 2015, primarily due to \$6.4 million of pre-tax acquisition, severance and retention costs incurred by the Company for the year ended December 31, 2015. Noninterest expense for the year ended December 31, 2016 reflects former Focus employees retained by the Company, an increase in amortization of the core deposit intangible assets as a result of the Focus acquisition, annual salary increases, newly hired employees and higher professional fees.
- The efficiency ratio for the year ended December 31, 2016 improved to 56.04%, compared to 68.78% for the year ended December 31, 2015, primarily due to higher net interest income and noninterest income, and lower noninterest expense for 2016.
- Income tax expense for the year ended December 31, 2016 was \$16.6 million, compared to \$10.1 million for the year ended December 31, 2015. The effective tax rate for the year ended December 31, 2016 was 37.7%, compared to 38.0% for the year ended December 31, 2015.
- For the year ended December 31, 2016, the return on average tangible assets was 1.15%, and the return on average tangible equity was 13.55%, compared to 0.88% and 9.41%, respectively, for the year ended December 31, 2015.

The following are important factors in understanding our current financial condition and liquidity position:

- Cash, interest bearing deposits in other financial institutions and securities available-for-sale decreased 21% to \$572.7 million at December 31, 2016, from \$729.2 million at December 31, 2015.
- Securities held-to-maturity, at amortized cost, were \$324.0 million at December 31, 2016, compared to \$109.3 million at December 31, 2015.
- Loans, excluding loans held-for-sale, increased \$143.9 million, or 11% to \$1.50 billion at December 31, 2016, compared to \$1.36 billion at December 31, 2015, which included an increase of \$60.0 million, or 4%,

in the Company's legacy loan portfolio, \$52.9 million of purchased residential mortgage loans, and \$31.0 million of purchased commercial real estate ("CRE") loans.

- Nonperforming assets were \$3.3 million, or 0.13% of total assets at December 31, 2016, compared to \$6.7 million, or 0.29% of total assets at December 31, 2015.
- Classified assets declined to \$13.6 million at December 31, 2016, compared to \$20.5 million at December 31, 2015.
- The allowance for loan losses at December 31, 2016 was \$19.1 million, or 1.27% of total loans, representing 624.03% of nonperforming loans. The allowance for loan losses at December 31, 2015 was \$18.9 million, or 1.39% of total loans, representing 296.74% of nonperforming loans.
- Net charge-offs totaled \$1.1 million for the year ended December 31, 2016, compared to net recoveries of \$515,000 for the year ended December 31, 2015. Net charge-offs during 2016 included one commercial and industrial ("C&I") loan relationship of \$1.3 million that was charged-off in the fourth quarter of 2016.
- Total deposits increased \$199.4 million, or 10%, to \$2.26 billion at December 31, 2016, compared to \$2.06 billion at December 31, 2015. Deposits, excluding all time deposits and CDARS deposits, increased \$216.7 million, or 12%, to \$2.03 billion at December 31, 2016, from \$1.81 billion at December 31, 2015.
- The ratio of noncore funding (which consists of time deposits of \$250,000 and over, CDARS deposits, brokered deposits, securities under agreement to repurchase and short-term borrowings) to total assets was 6.73% at December 31, 2016, compared to 8.01% at December 31, 2015.
- The loan to deposit ratio was 66.42% at December 31, 2016, compared to 65.87% at December 31, 2015.
- The Company's consolidated capital ratios exceeded regulatory guidelines and the Bank's capital ratios exceeded the regulatory guidelines for a well-capitalized financial institution under the Basel III regulatory requirements at December 31, 2016.

<b>Capital Ratios</b>	<b>Heritage Commerce Corp</b>	<b>Heritage Bank of Commerce</b>	<b>Well-capitalized Financial Institution Basel III Regulatory Guidelines</b>	<b>Fully Phased-in Basel III Minimal Requirement(1) Effective January 1, 2019</b>
Total Risk-Based . . . . .	12.5 %	12.3 %	10.0 %	10.5 %
Tier 1 Risk-Based . . . . .	11.5 %	11.3 %	8.0 %	8.5 %
Common Equity Tier 1 Risk-based . . . . .	11.5 %	11.3 %	6.5 %	7.0 %
Leverage . . . . .	8.5 %	8.4 %	5.0 %	4.0 %

(1) Requirements for both the Company and the Bank include a 2.5% capital conservation buffer, except leverage ratio.

### **Deposits**

The composition and cost of the Company's deposit base are important in analyzing the Company's net interest margin and balance sheet liquidity characteristics. Except for brokered time deposits, the Company's depositors are generally located in its primary market area. Depending on loan demand and other funding requirements, the Company also obtains deposits from wholesale sources including deposit brokers. HBC is a member of the Certificate of Deposit Account Registry Service ("CDARS") program. The CDARS program allows customers with deposits in excess of Federal Deposit Insurance Corporation ("FDIC") insured limits to obtain coverage on time deposits through a network of banks within the CDARS program. Deposits gathered through this program are considered brokered deposits under regulatory guidelines. The Company has a policy to monitor all deposits that may be sensitive to interest rate changes to help assure that liquidity risk does not become excessive due to concentrations.

Total deposits increased \$199.4 million, or 10%, to \$2.26 billion at December 31, 2016, compared to \$2.06 billion at December 31, 2015. Deposits, excluding all time deposits and CDARS deposits, increased \$216.7 million, or 12%, to \$2.03 billion at December 31, 2016, from \$1.81 billion at December 31, 2015.

The Company had no brokered deposits at December 31, 2016, compared to \$17.8 million at December 31, 2015. Deposits from title insurance companies, escrow accounts and real estate exchange facilitators increased to \$63.9 million at December 31, 2016, compared to \$49.1 million at December 31, 2015. Certificates of deposit from the State of California totaled \$85.1 million at December 31, 2016, compared to \$78.0 million at December 31, 2015. CDARS interest-bearing demand deposits, money market and time deposits increased to \$9.4 million at December 31, 2016, compared to \$7.6 million at December 31, 2015.

### ***Liquidity***

Our liquidity position refers to our ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely fashion. At December 31, 2016, we had \$266.1 million in cash and cash equivalents and approximately \$544.6 million in available borrowing capacity from various sources including the Federal Home Loan Bank (“FHLB”), the Federal Reserve Bank of San Francisco (“FRB”), and Federal funds facilities with several financial institutions. The Company also had \$496.5 million (at fair value) in unpledged securities available at December 31, 2016. Our loan to deposit ratio increased to 66.42% at December 31, 2016, compared to 65.87% at December 31, 2015.

### ***Lending***

Our lending business originates primarily through our branch offices located in our primary markets. In addition, Bay View Funding provides factoring financing throughout the United States. Total loans, excluding loans held-for-sale, increased \$143.9 million, or 11%, to \$1.50 billion at December 31, 2016, compared to \$1.36 billion at December 31, 2015. The \$143.9 million increase included an increase of \$60.0 million, or 4%, in the Company’s legacy loan portfolio, \$52.9 million of purchased residential mortgage loans, and \$31.0 million of purchased CRE loans. The total loan portfolio remains well diversified with C&I loans accounting for 40% of the portfolio at December 31, 2016, which included \$49.6 million of factored receivables at Bay View Funding. CRE loans accounted for 44% of the total loan portfolio at December 31, 2016, of which 43% were owner-occupied by businesses. Consumer and home equity loans accounted for 7% of total loans, land and construction loans accounted for 5% of total loans, and residential mortgage loans accounted for the remaining 4% of total loans at December 31, 2016. C&I line usage was 42% at December 31, 2016, compared to 39% at December 31, 2015.

### ***Net Interest Income***

The management of interest income and expense is fundamental to the performance of the Company. Net interest income, the difference between interest income and interest expense, is the largest component of the Company’s total revenue. Management closely monitors both total net interest income and the net interest margin (net interest income divided by average earning assets). Net interest income increased 20% to \$91.2 million for the year ended December 31, 2016, compared to \$76.3 million for the year ended December 31, 2015, primarily due to the full year impact of the Focus loan portfolio, organic growth in the loan portfolio, the purchase of residential mortgage loan and CRE loan portfolios, and an increase in the average balance of investment securities.

The Company, through its asset and liability policies and practices, seeks to maximize net interest income without exposing the Company to an excessive level of interest rate risk. Interest rate risk is managed by monitoring the pricing, maturity and repricing options of all classes of interest bearing assets and liabilities. This is discussed in more detail under “*Liquidity and Asset/Liability Management.*” In addition, we believe there are measures and initiatives we can take to improve the net interest margin, including increasing loan rates, adding floors on floating rate loans, reducing nonperforming assets, managing deposit interest rates, and reducing higher cost deposits.

The net interest margin is also adversely impacted by the reversal of interest on nonaccrual loans and the reinvestment of loan payoffs into lower yielding investment securities and other short-term investments.

## ***Management of Credit Risk***

We continue to proactively identify, quantify, and manage our problem loans. Early identification of problem loans and potential future losses helps us to resolve credit issues with potentially less risk and ultimate losses. We maintain an allowance for loan losses in an amount that we believe is adequate to absorb probable incurred losses in the portfolio. While we strive to carefully manage and monitor credit quality and to identify loans that may be deteriorating, circumstances can change at any time for loans included in the portfolio that may result in future losses that, as of the date of the financial statements, have not yet been identified as potential problem loans. Through established credit practices, we adjust the allowance for loan losses accordingly. However, because future events are uncertain, there may be loans that deteriorate, some of which could occur in an accelerated time frame. As a result, future additions to the allowance for loan losses may be necessary. Because the loan portfolio contains a number of commercial loans, commercial real estate loans, construction and land development loans with relatively large balances, deterioration in the credit quality of one or more of these loans may require a significant increase to the allowance for loan losses. Future additions to the allowance may also be required based on changes in the financial condition of borrowers, such as have resulted due to the current, and potentially worsening, economic conditions. Additionally, Federal and state banking regulators, as an integral part of their supervisory function, periodically review our allowance for loan losses. These regulatory agencies may require us to recognize further loan loss provisions or charge-offs based upon their judgments, which may be different from ours. Any increase in the allowance for loan losses would have an adverse effect, which may be material, on our financial condition and results of operation. Further discussion of the management of credit risk appears under “*Provision for Loan Losses*” and “*Allowance for Loan Losses*.”

In June 2016, the Financial Accounting Standards Board issued new guidance on measurement of credit losses on financial instruments, which is the final guidance on the new current expected credit loss (“CECL”) model. The new guidance replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. Management is currently evaluating the impact of adopting CECL, which becomes effective for the Company on January 1, 2020. The effect of the adoption of CECL is currently unknown and could result in an increase to the allowance for loan losses and a charge to equity. Further discussion of the adoption of CECL appears in Note 1 – *Summary of Significant Accounting Policies – Newly Issued, but not yet Effective Accounting Standards* in the financial statements in this Form 10-K.

## ***Noninterest Income***

While interest income remains the largest single component of total revenues, noninterest income is an important component. A portion of the Company’s noninterest income is associated with its SBA lending activity, consisting of gains on the sale of loans sold in the secondary market and servicing income from loans sold with servicing retained. Other sources of noninterest income include loan servicing fees, service charges and fees, cash surrender value from company owned life insurance policies, and gains on the sale of securities.

## ***Noninterest Expense***

Management considers the control of operating expenses to be a critical element of the Company’s performance. Noninterest expense for the year ended December 31, 2016 decreased to \$57.6 million, compared to \$58.7 million for the year ended December 31, 2015, primarily due to \$6.4 million of pre-tax acquisition, severance and retention costs incurred by the Company for the year ended December 31, 2015. Noninterest expense for the year ended December 31, 2016 reflects former Focus employees retained by the Company, an increase in amortization of the core deposit intangible assets as a result of the Focus acquisition, annual salary increases, newly hired employees and higher professional fees.

## ***Capital Management***

As part of its asset and liability management process, the Company continually assesses its capital position to take into consideration growth, expected earnings, risk profile and potential strategic activities that it may choose to pursue.

## ***Results of Operations***

The Company earns income from two primary sources. The first is interest income, which is interest income generated by earning assets less interest expense on interest-bearing liabilities. The second is noninterest income, which

primarily consists of gains on the sale of loans, loan servicing fees, customer service charges and fees, the increase in cash surrender value of life insurance, and gains on the sale of securities. The majority of the Company's noninterest expenses are operating costs that relate to providing a full range of banking services to our customers.

### Net Interest Income and Net Interest Margin

The level of net interest income depends on several factors in combination, including growth in earning assets, yields on earning assets, the cost of interest-bearing liabilities, the relative volumes of earning assets and interest-bearing liabilities, and the mix of products that comprise the Company's earning assets, deposits, and other interest-bearing liabilities. Net interest income can also be impacted by the reversal of interest on loans placed on nonaccrual status, and recovery of interest on loans that have been on nonaccrual and are either sold or returned to accrual status. To maintain its net interest margin, the Company must manage the relationship between interest earned and paid.

The following Distribution, Rate and Yield table presents for each of the past three years, the average amounts outstanding for the major categories of the Company's balance sheet, the average interest rates earned or paid thereon, and the resulting net interest margin on average interest earning assets for the periods indicated. Average balances are based on daily averages.

	Year Ended December 31,								
	2016			2015			2014		
	Average Balance	Interest Income / Expense	Average Yield / Rate	Average Balance	Interest Income / Expense	Average Yield / Rate	Average Balance	Interest Income / Expense	Average Yield / Rate
	(Dollars in thousands)								
<b>Assets:</b>									
Loans, gross(1) . . . . .	\$ 1,422,707	\$ 79,284	5.57 %	\$ 1,186,096	\$ 68,259	5.75 %	\$ 992,376	\$ 49,207	4.96 %
Securities — taxable . . . . .	501,347	10,432	2.08 %	246,084	6,707	2.73 %	251,077	7,117	2.83 %
Securities — exempt from Federal tax (2) . . . . .	91,822	3,523	3.84 %	86,589	3,358	3.88 %	79,939	3,115	3.90 %
Federal funds sold, other investments, and interest-bearing deposits in other financial institutions . . . . .	228,293	2,425	1.06 %	239,123	1,594	0.67 %	96,534	907	0.94 %
Total interest earning assets(2) . . . . .	2,244,169	95,664	4.26 %	1,757,892	79,918	4.55 %	1,419,926	60,346	4.25 %
Cash and due from banks . . . . .	33,899			34,196			25,829		
Premises and equipment, net. . . . .	7,624			7,463			7,343		
Goodwill and other intangible assets . . . . .	53,445			29,780			3,746		
Other assets . . . . .	86,064			83,090			66,428		
Total assets. . . . .	<u>\$ 2,425,201</u>			<u>\$ 1,912,421</u>			<u>\$ 1,523,272</u>		
<b>Liabilities and shareholders' equity:</b>									
<b>Deposits:</b>									
Demand, noninterest-bearing . . . . .	\$ 824,763			\$ 630,198			\$ 463,134		
Demand, interest-bearing . . . . .	511,595	1,026	0.20 %	317,219	585	0.18 %	207,359	341	0.16 %
Savings and money market . . . . .	526,227	1,127	0.21 %	433,123	894	0.21 %	363,903	671	0.18 %
Time deposits — under \$100 . . . . .	22,079	65	0.29 %	20,631	61	0.30 %	20,448	63	0.31 %
Time deposits — \$100 and Over . . . . .	209,972	913	0.43 %	204,982	658	0.32 %	196,118	629	0.32 %
Time deposits — brokered . . . . .	7,590	62	0.82 %	25,154	199	0.79 %	36,440	319	0.88 %
CDARS — interest-bearing demand, money market and time deposits. . . . .	8,232	6	0.07 %	12,078	6	0.05 %	15,380	9	0.06 %
Total interest-bearing deposits . . . . .	1,285,695	3,199	0.25 %	1,013,187	2,403	0.24 %	839,648	2,032	0.24 %
Total deposits . . . . .	2,110,458	3,199	0.15 %	1,643,385	2,403	0.15 %	1,302,782	2,032	0.16 %
Short-term borrowings . . . . .	490	12	2.45 %	629	19	3.02 %	4,003	121	3.02 %
Total interest-bearing liabilities . . . . .	1,286,185	3,211	0.25 %	1,013,816	2,422	0.24 %	843,651	2,153	0.26 %
Total interest-bearing liabilities and demand, noninterest-bearing / cost of funds. . . . .	2,110,948	3,211	0.15 %	1,644,014	2,422	0.15 %	1,306,785	2,153	0.16 %
Other liabilities . . . . .	58,666			63,253			35,973		
Total liabilities . . . . .	2,169,614			1,707,267			1,342,758		
Shareholders' equity . . . . .	255,587			205,154			180,514		
Total liabilities and shareholders' equity. . . . .	<u>\$ 2,425,201</u>			<u>\$ 1,912,421</u>			<u>\$ 1,523,272</u>		
Net interest income(2) / margin . . . . .		92,453	4.12 %		77,496	4.41 %		58,193	4.10 %
Less tax equivalent adjustment(2) . . . . .		(1,233)			(1,175)			(1,090)	
Net interest income . . . . .		<u>\$ 91,220</u>			<u>\$ 76,321</u>			<u>\$ 57,103</u>	

(1) Includes loans held-for-sale. Yields and amounts earned on loans include loan fees and costs. Nonaccrual loans are included in average balance.

(2) Reflects tax equivalent adjustment ("FTE") for tax exempt income based on a 35% Federal tax rate.

The Volume and Rate Variances table below sets forth the dollar difference in interest earned and paid for each major category of interest-earning assets and interest-bearing liabilities for the noted periods, and the amount of such change attributable to changes in average balances (volume) or changes in average interest rates. Volume variances are

equal to the increase or decrease in the average balance multiplied by prior period rates and rate variances are equal to the increase or decrease in the average rate multiplied by the prior period average balance. Variances attributable to both rate and volume changes are equal to the change in rate multiplied by the change in average balance and are included below in the average volume column.

	2016 vs. 2015			2015 vs. 2014		
	Increase (Decrease) Due to Change in:			Increase (Decrease) Due to Change in:		
	Average Volume	Average Rate	Net Change	Average Volume	Average Rate	Net Change
	(Dollars in thousands)					
<b>Income from the interest earning assets:</b>						
Loans, gross . . . . .	\$ 13,218	\$ (2,193)	\$ 11,025	\$ 11,197	\$ 7,855	\$ 19,052
Securities — taxable . . . . .	5,313	(1,588)	3,725	(147)	(263)	(410)
Securities — exempt from Federal tax(1) . . . . .	198	(33)	165	256	(13)	243
Federal funds sold, other investments, and interest-bearing deposits in other financial institutions . . . . .	(110)	941	831	947	(260)	687
Total interest expense on interest-earning assets(1) . . . . .	<u>18,619</u>	<u>(2,873)</u>	<u>15,746</u>	<u>12,253</u>	<u>7,319</u>	<u>19,572</u>
<b>Expense from the interest-bearing liabilities:</b>						
Demand, interest-bearing . . . . .	392	49	441	212	32	244
Savings and money market . . . . .	217	16	233	130	93	223
Time deposits — under \$100 . . . . .	5	(1)	4	—	(2)	(2)
Time deposits — \$100 and over . . . . .	32	223	255	30	(1)	29
Time deposits — brokered . . . . .	(144)	7	(137)	(89)	(31)	(120)
CDARS — interest-bearing demand, money market and time deposits . . . . .	(2)	2	—	(2)	(1)	(3)
Short-term borrowings . . . . .	(3)	(4)	(7)	(102)	—	(102)
Total interest expense on interest-bearing liabilities . . . . .	<u>497</u>	<u>292</u>	<u>789</u>	<u>179</u>	<u>90</u>	<u>269</u>
Net interest income(1) . . . . .	<u>\$ 18,122</u>	<u>\$ (3,165)</u>	<u>14,957</u>	<u>\$ 12,074</u>	<u>\$ 7,229</u>	<u>19,303</u>
Less tax equivalent adjustment(1) . . . . .			(58)			(85)
Net interest income . . . . .			<u>\$ 14,899</u>			<u>\$ 19,218</u>

(1) Reflects tax equivalent adjustment (“FTE”) for tax exempt income based on a 35% Federal tax rate.

The Company’s net interest margin (FTE), expressed as a percentage of average earning assets, contracted 29 basis points to 4.12% for the year ended December 31, 2016, compared to 4.41% for the year ended December 31, 2015, primarily due to lower yields on loans and securities, partially offset by an increase in the accretion of the loan purchase discount income from the Focus transaction. The Company’s net interest margin for the year ended December 31, 2015 increased 31 basis points from 4.10% for the year ended December 31, 2014, primarily due to revenue from the higher yielding Bay View Funding factored receivables portfolio, the accretion of the loan purchase discount in loan interest income, and a special dividend of \$203,000 paid by the FHLB in the second quarter of 2015, partially offset by the temporary investment of excess liquidity from the Focus acquisition.

The yield on the loan portfolio decreased to 5.57 % for the for the year ended December 31, 2016, compared to 5.75% for the year ended December 31, 2015, primarily due to a lower yield on the Bay View Funding factored receivables portfolio, and the impact of the lower yielding purchased residential mortgage loan and purchased CRE loan portfolios. The yield on the loan portfolio was 5.75% for the year ended December 31, 2015, compared to 4.96% for the year ended December 31, 2014. The increase in the yield on the loan portfolio for the year ended December 31, 2015 reflects the accretion of the loan purchase discount of \$1.4 million in loan interest income from the Focus transaction, and the full year impact of the higher yielding Bay View Funding factored receivables portfolio.

The accretion of the loan purchase discount in loan interest income from the Focus transaction was \$1.5 million for the year ended December 31, 2016, compared to \$1.4 million for the year ended December 31, 2015. The total purchase discount on non-impaired loans from the Focus loan portfolio was \$4.6 million at the acquisition date, of which \$2.9 million has been accreted to loan interest income from the acquisition date through December 31, 2016.

Net interest income for the year ended December 31, 2016 increased 20% to \$91.2 million, compared to \$76.3 million for the year ended December 31, 2015, primarily due to the full year impact of the Focus loan portfolio, organic growth in the loan portfolio, the purchase of residential mortgage loan and CRE loan portfolios, and an increase in the average balance of investment securities. Net interest income for the year ended December 31, 2015 increased 34% to \$76.3 million, compared to \$57.1 million for the year ended December 31, 2014, primarily due to loans acquired in the Focus acquisition, organic growth in the loan portfolio, contributions to interest income from Bay View Funding, and the accretion of the loan purchase discount in loan interest income from the Focus transaction.

A majority of the Company's earning assets are variable-rate loans that re-price when the Company's prime lending rate is changed, compared to a large base of core deposits that are generally slower to re-price. This causes the Company's balance sheet to be asset-sensitive, which means that all else being equal, the Company's net interest margin will be lower during periods when short-term interest rates are falling and higher when rates are rising.

### ***Provision for Loan Losses***

Credit risk is inherent in the business of making loans. The Company establishes an allowance for loan losses through charges to earnings, which are shown in the statements of operations as the provision for loan losses. Specifically identifiable and quantifiable known losses are promptly charged off against the allowance. The provision for loan losses is determined by conducting a quarterly evaluation of the adequacy of the Company's allowance for loan losses and charging the shortfall or excess, if any, to the current quarter's expense. This has the effect of creating variability in the amount and frequency of charges to the Company's earnings. The provision for loan losses and level of allowance for each period are dependent upon many factors, including loan growth, net charge-offs, changes in the composition of the loan portfolio, delinquencies, management's assessment of the quality of the loan portfolio, the valuation of problem loans and the general economic conditions in the Company's market area.

The provision for loan losses for the year ended December 31, 2016 was \$1.2 million, compared to \$32,000 provision for loan losses for the year ended December 31, 2015, and a \$338,000 credit to the provision for loan losses for the year ended December 31, 2014. Provisions for loan losses are charged to operations to bring the allowance for loan losses to a level deemed appropriate by the Company based on the factors discussed under "*Allowance for Loan Losses.*"

The allowance for loan losses totaled \$19.1 million, or 1.27 % of total loans at December 31, 2016, compared to \$18.9 million, or 1.39% of total loans at December 31, 2015, and \$18.4 million, or 1.69% of total loans at December 31, 2014. The allowance for loan losses to total nonperforming loans was 624.03% at December 31, 2016, compared to 296.74% at December 31, 2015, and 313.90% at December 31, 2014. The allowance for loan losses to total loans decreased at December 31, 2016, compared to December 31, 2015, primarily due to increasing loan balances with no default histories, coupled with a decrease in nonperforming assets, improving the quality of the loan portfolio overall. The allowance for loan losses to total loans decreased at December 31, 2015, compared to December 31, 2014, primarily due to the impact of the Focus loan portfolio, which was marked to fair value on the acquisition date. Net charge-offs totaled \$1.1 million for the year ended December 31, 2016, compared to net recoveries of \$515,000 for the year ended December 31, 2015, and net charge-offs of \$447,000 for the year ended December 31, 2014.



## Noninterest Income

The following table sets forth the various components of the Company's noninterest income:

	Year Ended December 31,			Increase (Decrease) 2016 versus 2015		Increase (Decrease) 2015 versus 2014	
	2016	2015	2014	Amount	Percent	Amount	Percent
	(Dollars in thousands)						
Service charges and fees on deposit accounts.....	\$ 3,116	\$ 2,803	\$ 2,519	\$ 313	11 %	\$ 284	11 %
Increase in cash surrender value of life insurance.....	1,747	1,697	1,600	50	3 %	97	6 %
Servicing income.....	1,398	1,143	1,296	255	22 %	(153)	(12)%
Gain on proceeds from company-owned life insurance.....	1,119	—	—	1,119	N/A	—	N/A
Gain on sales of securities.....	1,099	642	97	457	71 %	545	562 %
Gain on sales of SBA loans.....	796	843	971	(47)	(6)%	(128)	(13)%
Other.....	2,350	1,857	1,263	493	27 %	594	47 %
Total.....	<u>\$ 11,625</u>	<u>\$ 8,985</u>	<u>\$ 7,746</u>	<u>\$ 2,640</u>	29 %	<u>\$ 1,239</u>	16 %

For the year ended December 31, 2016, noninterest income was \$11.6 million, compared to \$9.0 million for the year ended December 31, 2015, and \$7.7 million for the year ended December 31, 2014. The increase in noninterest income for the year ended December 31, 2016, compared to the year ended December 31, 2015, was primarily due to a \$1.1 million gain on proceeds from company-owned life insurance, a \$457,000 increase in the gain on sales of securities, a \$313,000 increase in service charges and fees on deposit accounts, and a \$255,000 increase in servicing income. The increase in noninterest income for the year ended December 31, 2015, compared to the year ended December 31, 2014, was primarily due to a \$545,000 increase in the gain on the sale of securities and the full year impact of fee income from Bay View Funding.

The Company maintains life insurance policies for some directors and officers that are subject to split-dollar life insurance agreements, which continue after the participant's employment termination or retirement. During the second quarter of 2016, the Company received death benefit proceeds of \$3.1 million from the life insurance policy on a former officer of a bank acquired by the Company. The cash surrender value of the policy was \$2.1 million, which resulted in a gain on proceeds from company-owned life insurance of \$1.0 million. During the fourth quarter of 2016, the Company received death benefit proceeds of \$572,000 from the life insurance policy on a former director. The cash surrender value of the policy was \$472,000, which resulted in a gain on proceeds from company-owned life insurance of \$100,000.

The Company received gross proceeds of \$75.7 million on investment securities available-for-sale it sold during the year ended December 31, 2016 with a book value totaling \$74.8 million, resulting in a gain on sale of securities of \$843,000. The Company also sold \$6.7 million of investment securities available-for-sale which were pending settlement at December 31, 2016, with a book value totaling \$6.4 million, resulting in a gain on sale of securities of \$256,000. The Company received gross proceeds of \$71.8 million on investment securities available-for-sale it sold during the year ended December 31, 2015 with a book value totaling \$71.2 million, resulting in a gain on sale of securities of \$637,000. There was also a \$5,000 gain on a bond that was called in the fourth quarter of 2015 included in gain on sale of securities.

A portion of the Company's noninterest income is associated with its SBA lending activity, as gain on sales of loans sold in the secondary market and servicing income from loans sold with servicing rights retained. During 2016, SBA loan sales resulted in a \$796,000 gain, compared to a \$843,000 gain on sales of SBA loans in 2015, and a \$971,000 gain on sales of SBA loans in 2014. The servicing assets that result from the sales of SBA loans with servicing retained are amortized over the expected term of the loans using a method approximating the interest method. Servicing income generally declines as the respective loans are repaid.

The increase in cash surrender value of life insurance approximates a 2.97% after tax yield on the policies. To realize this tax advantaged yield the policies must be held until death of the insured individuals, who are current and former officers and directors of the Company.

## Noninterest Expense

The following table sets forth the various components of the Company's noninterest expense:

	Year Ended December 31,			Increase (Decrease) 2016 versus 2015		Increase (Decrease) 2015 versus 2014	
	2016	2015	2014	Amount	Percent	Amount	Percent
(Dollars in thousands)							
Salaries and employee benefits . . . . .	\$ 34,660	\$ 35,146	\$ 26,250	\$ (486)	(1)%	\$ 8,896	34 %
Occupancy and equipment . . . . .	4,378	4,300	4,053	78	2 %	247	6 %
Professional fees . . . . .	3,471	1,828	1,891	1,643	90 %	(63)	(3)%
Software subscriptions . . . . .	1,573	1,214	999	359	30 %	215	22 %
Amortization on intangible assets . . . . .	1,568	1,043	510	525	50 %	533	105 %
Data processing . . . . .	1,331	1,371	969	(40)	(3)%	402	41 %
Insurance expense . . . . .	1,275	1,127	1,126	148	13 %	1	— %
FDIC deposit insurance premiums . . . . .	1,160	1,092	892	68	6 %	200	22 %
Foreclosed assets . . . . .	25	(94)	53	119	127 %	(147)	(277)%
Acquisition and integration related costs(1) . . . . .	—	3,546	895	(3,546)	(100)%	2,651	296 %
Other . . . . .	8,198	8,100	6,584	98	1 %	1,516	23 %
Total . . . . .	<u>\$ 57,639</u>	<u>\$ 58,673</u>	<u>\$ 44,222</u>	<u>\$ (1,034)</u>	<u>(2)%</u>	<u>\$ 14,451</u>	<u>33 %</u>

(1) Does not include one-time pre-tax severance and retention cost of \$2.9 million, which is included in salaries and employee benefits for the year ended December 31, 2015.

The following table indicates the percentage of noninterest expense in each category:

	2016		2015		2014	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
(Dollars in thousands)						
Salaries and employee benefits . . . . .	\$ 34,660	60 %	\$ 35,146	60 %	\$ 26,250	59 %
Occupancy and equipment . . . . .	4,378	8 %	4,300	7 %	4,053	9 %
Professional fees . . . . .	3,471	6 %	1,828	3 %	1,891	4 %
Software subscriptions . . . . .	1,573	3 %	1,214	2 %	999	2 %
Amortization on intangible assets . . . . .	1,568	3 %	1,043	2 %	510	1 %
Data processing . . . . .	1,331	2 %	1,371	2 %	969	2 %
Insurance expense . . . . .	1,275	2 %	1,127	2 %	1,126	3 %
FDIC deposit insurance premiums . . . . .	1,160	2 %	1,092	2 %	892	2 %
Foreclosed assets . . . . .	25	— %	(94)	— %	53	— %
Acquisition and integration related costs(1) . . . . .	—	— %	3,546	6 %	895	2 %
Other . . . . .	8,198	14 %	8,100	14 %	6,584	15 %
Total . . . . .	<u>\$ 57,639</u>	<u>100 %</u>	<u>\$ 58,673</u>	<u>100 %</u>	<u>\$ 44,222</u>	<u>100 %</u>

(1) Does not include one-time pre-tax severance and retention cost of \$2.9 million, which is included in salaries and employee benefits for the year ended December 31, 2015.

Noninterest expense for the year ended December 31, 2016 decreased 2% to \$57.6 million, compared to \$58.7 million for the year ended December 31, 2015, primarily due to \$6.4 million of pre-tax acquisition, severance and retention costs incurred by the Company for the year ended December 31, 2015. Noninterest expense for the year ended December 31, 2016 reflect former Focus employees retained by the Company, an increase in amortization of the core deposit intangible assets as a result of the Focus acquisition, annual salary increases, newly hired employees and higher professional fees. Professional fees were significantly lower for the year ended December 31, 2015 due to recoveries of

legal fees on problem loans that were paid off in 2015. Full-time equivalent employees were 263, 260, and 242 at December 31, 2016, 2015, and 2014, respectively.

Noninterest expense for the year ended December 31, 2015 increased 33% to \$58.7 million, compared to \$44.2 million for the year ended December 31, 2014. The increase from year to year was primarily due to costs related to the integration of Focus, and the additional operating costs of Focus and Bay View Funding. Noninterest expense included total Focus pre-tax acquisition and integration costs of \$6.4 million for the year ended December 31, 2015. Of the total acquisition and integration costs, salaries and employee benefits (including severance and retention expenses) were \$2.9 million, and other expenses related to the Focus acquisition and integration were \$3.5 million for the year ended December 31, 2015.

### *Income Tax Expense*

The Company computes its provision for income taxes on a monthly basis. The effective tax rate is determined by applying the Company's statutory income tax rates to pre-tax book income as adjusted for permanent differences between pre-tax book income and actual taxable income. These permanent differences include, but are not limited to increases in the cash surrender value of life insurance policies, interest on tax-exempt securities, certain expenses that are not allowed as tax deductions, and tax credits.

The Company's Federal and state income tax expense in 2016 was \$16.6 million, compared to \$10.1 million in 2015, and \$7.5 million in 2014. The following table shows the effective income tax rates for the dates indicated:

	For the Year Ended December 31,		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Effective income tax rate .....	37.7%	38.0%	36.0%

The difference in the effective tax rate compared to the combined Federal and state statutory tax rate of 42% is primarily the result of tax exempt securities, the Company's investment in life insurance policies whose earnings are not subject to taxes, tax credits related to investments in low income housing limited partnerships, and Enterprise Zone hiring credits.

The Company adopted the proportional amortization method of accounting for its low income housing investments in the third quarter of 2014. The Company quantified the impact of adopting the proportional amortization method compared to the equity method to its current year and prior period financial statements. The Company determined that the adoption of the proportional amortization method did not have a material impact to its financial statements. The low income housing investment losses, net of the tax benefits received, are included in income tax expense for all periods reflected on the consolidated income statements.

Some items of income and expense are recognized in different years for tax purposes than when applying generally accepted accounting principles leading to timing differences between the Company's actual tax liability, and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Realization of the Company's deferred tax assets is primarily dependent upon the Company generating sufficient future taxable income to obtain benefit from the reversal of net deductible temporary differences and the utilization of tax credit carryforwards and the net operating loss carryforwards for Federal and California state income tax purposes. The amount of deferred tax assets considered realizable is subject to adjustment in future periods based on estimates of future taxable income. Under generally accepted accounting principles a valuation allowance is required to be recognized if it is "more likely than not" that the deferred tax assets will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions.

The Company had the net deferred tax assets of \$25.1 million and \$22.2 million at December 31, 2016, and December 31, 2015, respectively. After consideration of the matters in the preceding paragraph, the Company determined

that it is more likely than not that the net deferred tax assets at December 31, 2016 and December 31, 2015 will be fully realized in future years.

Adoption of reduced corporate tax rates as being discussed in the United States Congress could have a material adverse effect on our deferred tax assets.

### ***Business Segment Information***

The following presents the Company's operating segments. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate and funding costs. The provision for loan loss is allocated based on the segment's allowance for loan loss determination which considers the effects of charge-offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring originated by Bay View Funding, which has been included in the results of operations since the acquisition on November 1, 2014.

	<b>At or for Year Ended December 31, 2016</b>		
	<b>Banking(1)</b>	<b>Factoring</b>	<b>Consolidated</b>
	<b>(Dollars in thousands)</b>		
Interest income . . . . .	\$ 82,175	\$ 12,256	\$ 94,431
Intersegment interest allocations . . . . .	1,163	(1,163)	—
Total interest expense . . . . .	3,211	—	3,211
Net interest income . . . . .	80,127	11,093	91,220
Provision for loan losses . . . . .	1,181	56	1,237
Net interest income after provision . . . . .	78,946	11,037	89,983
Noninterest income . . . . .	10,821	804	11,625
Noninterest expense . . . . .	50,298	7,341	57,639
Intersegment expense allocations . . . . .	804	(804)	—
Income before income taxes . . . . .	40,273	3,696	43,969
Income tax expense . . . . .	15,036	1,552	16,588
Net income . . . . .	<u>\$ 25,237</u>	<u>\$ 2,144</u>	<u>\$ 27,381</u>
Total assets . . . . .	\$ 2,507,121	\$ 63,759	\$ 2,570,880
Loans, net of deferred fees . . . . .	\$ 1,452,991	\$ 49,616	\$ 1,502,607
Goodwill . . . . .	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operations.

	At or for Year Ended December 31, 2015		
	Banking(1)	Factoring (Dollars in thousands)	Consolidated
Interest income . . . . .	\$ 66,306	\$ 12,437	\$ 78,743
Intersegment interest allocations . . . . .	1,087	(1,087)	—
Total interest expense . . . . .	2,422	—	2,422
Net interest income . . . . .	64,971	11,350	76,321
Provision (credit) for loan losses . . . . .	(156)	188	32
Net interest income after provision . . . . .	65,127	11,162	76,289
Noninterest income . . . . .	8,234	751	8,985
Noninterest expense . . . . .	51,438	7,235	58,673
Intersegment expense allocations . . . . .	386	(386)	—
Income before income taxes . . . . .	22,309	4,292	26,601
Income tax expense . . . . .	8,301	1,803	10,104
Net income . . . . .	\$ 14,008	\$ 2,489	\$ 16,497
Total assets . . . . .	\$ 2,306,543	\$ 55,036	\$ 2,361,579
Loans, net of deferred fees . . . . .	\$ 1,318,657	\$ 40,059	\$ 1,358,716
Goodwill . . . . .	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operations.

	At or for Year Ended December 31, 2014		
	Banking(1)	Factoring(2) (Dollars in thousands)	Consolidated
Interest income . . . . .	\$ 57,178	\$ 2,078	\$ 59,256
Intersegment interest allocations . . . . .	31	(31)	—
Total interest expense . . . . .	2,033	120	2,153
Net interest income . . . . .	55,176	1,927	57,103
Provision (credit) for loan losses . . . . .	(338)	—	(338)
Net interest income after provision . . . . .	55,514	1,927	57,441
Noninterest income . . . . .	7,662	84	7,746
Noninterest expense . . . . .	43,132	1,090	44,222
Income before income taxes . . . . .	20,044	921	20,965
Income tax expense . . . . .	7,151	387	7,538
Net income . . . . .	\$ 12,893	\$ 534	\$ 13,427
Total assets . . . . .	\$ 1,561,911	\$ 55,192	\$ 1,617,103
Loans, net of deferred fees . . . . .	\$ 1,048,631	\$ 40,012	\$ 1,088,643
Goodwill . . . . .	\$ —	\$ 13,044	\$ 13,044

(1) Includes the holding company's results of operations.

(2) Includes two months of Bay View Funding's results of operations.

*Banking.* For the year ended December 31, 2016, our banking segment's net income increased to \$25.2 million, compared with \$14.0 million for the year ended December 31, 2015. Net interest income increased to \$80.1 million for the year ended December 31, 2016, compared to \$65.0 million for the year ended December 31, 2015. The increase in net interest income for the year ended December 31, 2016, compared to the the year ended December 31, 2015, was primarily due to the full year impact of the Focus loan portfolio, organic growth in the loan portfolio, the purchase of residential mortgage loan and CRE loan portfolios, and an increase in the average balance of investment securities. The provision for loan losses for the year ended December 31, 2016 increased to \$1.2 million, compared to a \$156,000 credit provision for loan losses for the year ended December 31, 2015. Net charge-offs were \$1.0 million for the year ended December 31, 2016, compared to net recoveries of \$711,000 for the year ended December 31, 2015. Net charge-offs for the year ended December 31, 2016 included one \$1.3 million C&I loan relationship charged-off in the fourth quarter of 2016.

Noninterest income increased to \$10.8 million for the year ended December 31, 2016, compared to \$8.2 million for the year ended December 31, 2015, primarily due to a \$1.1 million gain on proceeds from company-owned life insurance, and an increase in the gain on sales of securities, service charges and fees on deposit accounts, and servicing income. For the year ended December 31, 2016, noninterest expense was \$50.3 million, compared to \$51.4 million for year ended December 31, 2015.

For the year ended December 31, 2015, our banking segment's net income increased to \$14.0 million, compared with \$12.9 million for the year ended December 31, 2014. Net interest income increased to \$65.0 million for the year ended December 31, 2015, compared to \$55.2 million for the year ended December 31, 2014. The increase in net interest income for the year ended December 31, 2015, compared to the year ended December 31, 2014, was primarily as a result of the Focus acquisition and organic growth in the loan portfolio and core deposits. For the year ended December 31, 2015, the credit provision for loan losses was \$156,000, compared with a credit for loan losses of \$338,000, for the year ended December 31, 2014. For the year ended December 31, 2015, noninterest expense was \$51.4 million, compared to \$43.1 million for the year ended December 31, 2014. The increase in noninterest expense for the year ended December 31, 2015, was primarily due to one-time costs related to the Focus transaction, and the additional operating costs of Focus.

*Factoring.* Bay View Funding's primary business operation is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. In a factoring transaction, Bay View Funding directly purchases the receivables generated by its clients at a discount to their face value. The transactions are structured to provide the clients with immediate working capital when there is a mismatch between payments to the client for a good or service and the incurrence of operating costs required to provide for such good or service. The average life of the factored receivables is 35 days. The balance of the purchased receivables as of December 31, 2016 and 2015 was \$49.6 million and \$40.1 million, respectively. For the year ended December 31, 2016, Bay View Funding's net income was \$2.1 million, compared to \$2.5 million for the year ended December 31, 2015. For the year ended December 31, 2016, net interest income decreased to \$11.1 million, compared to \$11.4 million for the year ended December 31, 2015, primarily due to a decrease in the average yield on the factored receivables portfolio, partially offset by an increase in the average balance of factored receivables outstanding. The provision for loan losses decreased to \$56,000 for the year ended December 31, 2016, compared to \$188,000 for the year ended December 31, 2015. Net charge-offs were \$64,000 for the year ended December 31, 2016, compared to \$196,000 for the year ended December 31, 2015. Noninterest income was \$804,000 for the year ended December 31, 2016, compared to \$751,000 for the year ended December 31, 2015. Noninterest expense was \$7.3 million for the year ended December 31, 2016, compared to \$7.2 million for the year ended December 31, 2015.

The balance of the purchased receivables as of December 31, 2015 and 2014 was \$40.1 million and \$40.0 million, respectively. For the year ended December 31, 2015, Bay View Funding provided net interest income of \$11.3 million, noninterest income of \$751,000, and \$2.5 million of the Company's net income. For the year ended December 31, 2014, two months of Bay View Funding's results of operations provided net interest income of \$1.9 million, noninterest income of \$84,000, and \$534,000 of the Company's net income.

## **Financial Condition**

As of December 31, 2016, total assets increased to \$2.57 billion, compared to \$2.36 billion at December 31, 2015. Securities available-for-sale (at fair value) were \$306.6 million at December 31, 2016, a decrease of 20% from \$385.1 million at December 31, 2015. Securities held-to-maturity (at amortized cost) were \$324.0 million at December 31, 2016, an increase of 196% from \$109.3 million at December 31, 2015. Total loans (excluding loans held-for-sale) increased \$143.9 million, or 11%, to \$1.50 billion at December 31, 2016, compared to \$1.36 billion at December 31, 2015, which included an increase of \$60.0 million, or 4% in the Company's legacy portfolio, \$52.9 million of purchased residential mortgage loans, and \$31.0 million of purchased CRE loans.

Total deposits increased \$199.4 million, or 10%, to \$2.26 billion at December 31, 2016, compared to \$2.06 billion at December 31, 2015. Deposits (excluding all time deposits and CDARS deposits) increased \$216.7 million, or 12%, to \$2.03 billion at December 31, 2016, from \$1.81 billion at December 31, 2015.

## Securities Portfolio

The following table reflects the balances for each category of securities at year-end:

	December 31,		
	2016	2015	2014
(Dollars in thousands)			
Securities available-for-sale (at fair value):			
Agency mortgage-backed securities . . . . .	\$ 290,989	\$ 324,230	\$ 154,172
Trust preferred securities . . . . .	15,600	15,132	15,300
U.S. Treasury . . . . .	—	30,003	—
U.S. Government sponsored entities . . . . .	—	9,041	—
Corporate bonds . . . . .	—	6,673	36,863
Total . . . . .	<u>\$ 306,589</u>	<u>\$ 385,079</u>	<u>\$ 206,335</u>
Securities held-to-maturity (at amortized cost):			
Agency mortgage-backed securities . . . . .	\$ 233,409	\$ 15,793	\$ 15,480
Municipals — exempt from Federal tax . . . . .	90,601	93,518	79,882
Total . . . . .	<u>\$ 324,010</u>	<u>\$ 109,311</u>	<u>\$ 95,362</u>

The table below summarizes the weighted average life and weighted average yields of securities as of December 31, 2016:

	Weighted Average Life									
	Within One Year or Less		After One and Within Five Years		After Five and Within Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
(Dollars in thousands)										
Securities available-for-sale (at fair value):										
Agency mortgage-backed securities . . . . .	\$ —	—	\$ 287,223	1.98 %	\$ 3,766	2.09 %	\$ —	—	\$ 290,989	1.98 %
Trust preferred securities . . . . .	—	—	—	—	—	—	15,600	5.95 %	15,600	5.95 %
Total . . . . .	<u>\$ —</u>	<u>—</u>	<u>\$ 287,223</u>	<u>1.98 %</u>	<u>\$ 3,766</u>	<u>2.09 %</u>	<u>\$ 15,600</u>	<u>5.95 %</u>	<u>\$ 306,589</u>	<u>2.18 %</u>
Securities held-to-maturity (at amortized cost):										
Agency mortgage-backed securities . . . . .	\$ —	—	\$ 142,229	1.66 %	\$ 74,100	2.09 %	\$ 17,080	2.91 %	\$ 233,409	1.89 %
Municipals — exempt from Federal tax . . . . .	1,945	2.35 %	15,805	3.87 %	27,918	4.07 %	44,933	3.80 %	90,601	3.86 %
Total . . . . .	<u>\$ 1,945</u>	<u>2.35 %</u>	<u>\$ 158,034</u>	<u>1.88 %</u>	<u>\$ 102,018</u>	<u>2.63 %</u>	<u>\$ 62,013</u>	<u>3.55 %</u>	<u>\$ 324,010</u>	<u>2.44 %</u>

(1) Reflects tax equivalent yield based on a 35% Federal tax rate.

The securities portfolio is the second largest component of the Company's interest-earning assets, and the structure and composition of this portfolio is important to an analysis of the financial condition of the Company. The portfolio serves the following purposes: (i) it provides a source of pledged assets for securing certain deposits and borrowed funds, as may be required by law or by specific agreement with a depositor or lender; (ii) it provides liquidity to even out cash flows from the loan and deposit activities of customers; (iii) it can be used as an interest rate risk management tool, since it provides a large base of assets, the maturity and interest rate characteristics of which can be changed more readily than the loan portfolio to better match changes in the deposit base and other funding sources of the Company; and (iv) it is an alternative interest-earning use of funds when loan demand is weak or when deposits grow more rapidly than loans.

The Company's portfolio may include: (i) U.S. Treasury securities and U.S. Government sponsored entities' debt securities for liquidity and pledging; (ii) mortgage-backed securities, which in many instances can also be used for pledging, and which generally enhance the yield of the portfolio; (iii) municipal obligations, which provide tax free income and limited pledging potential; (iv) single entity issue trust preferred securities, which generally enhance the yield on the portfolio; and (v) corporate bonds, which also enhance the yield on the portfolio.

The Company classifies its securities as either available-for-sale or held-to-maturity at the time of purchase. Accounting guidance requires available-for-sale securities to be marked to fair value with an offset to accumulated other

comprehensive income (loss), a component of shareholders' equity. Monthly adjustments are made to reflect changes in the fair value of the Company's available-for-sale securities.

The investment securities available-for-sale portfolio totaled \$306.6 million at December 31, 2016, a decrease of 20% from \$385.1 million at December 31, 2015. At December 31, 2016, the Company's securities available-for-sale portfolio, at fair value, was comprised of \$291.0 million agency mortgage-backed securities (all issued by U.S. Government sponsored entities), and \$15.6 million of single entity issue trust preferred securities. The pre-tax unrealized loss on securities available-for-sale at December 31, 2016 was (\$2.0) million, compared to a pre-tax unrealized gain on securities available-for-sale of \$501,000 at December 31, 2015, and a pre-tax unrealized gain on securities available-for-sale of \$4.8 million at December 31, 2014. All else being equal, when market interest rates are rising, the Company will experience a higher unrealized loss (or lower unrealized gain) on the securities available-for-sale portfolio.

The Company received gross proceeds of \$75.9 million on investment securities available-for-sale it sold during the year ended December 31, 2016 with a book value totaling \$74.8 million, resulting in a gain on sale of securities of \$843,000. The \$74.8 million book value of investment securities sold included \$30.1 million of U.S. Treasury securities, \$9.0 million of U.S. Government sponsored entities, \$6.4 million of corporate bonds, and \$29.3 million of agency mortgage backed securities. The Company also sold \$6.7 million of mortgage-backed securities available-for-sale which were pending settlement at December 31, 2016, with a book value totaling \$6.4 million, resulting in a gain on sale of securities of \$256,000.

During the year ended December 31, 2016, the Company purchased \$75.8 million of investment securities available-for-sale, which consisted of \$51.8 million of Federal Home Loan Mortgage Corporation ("FHLMC") securities, with an average book yield of 1.96%, and \$24.0 million of Federal National Mortgage Association ("FNMA") securities, with an average book yield of 1.95%.

At December 31, 2016, investment securities held-to-maturity totaled \$324.0 million, an increase of 196% from \$109.3 million at December 31, 2015. At December 31, 2016, the Company's securities held-to-maturity portfolio, at amortized cost, was comprised \$233.4 million agency mortgage-backed securities, and \$90.6 million of tax-exempt municipal bonds.

During the year ended December 31, 2016, the Company purchased \$239.4 million of investment securities held-to-maturity, with a weighted average book yield of 1.89%. The investment securities purchased during 2016 consisted of \$239.4 million of mortgage-backed securities with a weighted average book yield of 1.89%.

The Company has not used interest rate swaps or other derivative instruments to hedge fixed rate loans or securities to otherwise mitigate interest rate risk.

### ***Loans***

The Company's loans represent the largest portion of earning assets, substantially greater than the securities portfolio or any other asset category, and the quality and diversification of the loan portfolio is an important consideration when reviewing the Company's financial condition. Gross loans, excluding loans held-for-sale, represented 58% of total assets at December 31, 2016 and December 31, 2015. The ratio of loans to deposits increased to 66.42% at December 31, 2016 from 65.87% at December 31, 2015.



## Loan Distribution

The Loan Distribution table that follows sets forth the Company's gross loans outstanding, excluding loans held-for-sale, and the percentage distribution in each category at the dates indicated.

	December 31,									
	2016	% to Total	2015	% to Total	2014	% to Total	2013	% to Total	2012	% to Total
	(Dollars in thousands)									
Commercial	\$ 604,331	40 %	\$ 556,522	41 %	\$ 462,403	43 %	\$ 393,074	43 %	\$ 375,469	46 %
Real estate:										
Commercial	662,228	44 %	625,665	46 %	478,335	44 %	423,288	46 %	354,934	44 %
Land and construction	81,002	5 %	84,428	6 %	67,980	6 %	31,443	3 %	22,352	3 %
Home equity	82,459	6 %	76,833	6 %	61,644	6 %	51,815	6 %	43,865	5 %
Residential mortgages	52,887	4 %	—	— %	—	— %	—	— %	—	— %
Consumer	20,460	1 %	16,010	1 %	18,867	1 %	15,677	2 %	15,714	2 %
Total Loans	1,503,367	100 %	1,359,458	100 %	1,089,229	100 %	915,297	100 %	812,334	100 %
Deferred loan fees, net	(760)	—	(742)	—	(586)	—	(384)	—	(21)	—
Loans, including deferred fees	1,502,607	100 %	1,358,716	100 %	1,088,643	100 %	914,913	100 %	812,313	100 %
Allowance for loan losses	(19,089)		(18,926)		(18,379)		(19,164)		(19,027)	
Loans, net	<u>\$ 1,483,518</u>		<u>\$ 1,339,790</u>		<u>\$ 1,070,264</u>		<u>\$ 895,749</u>		<u>\$ 793,286</u>	

The Company's loan portfolio is concentrated in commercial (primarily manufacturing, wholesale, and services oriented entities) and commercial real estate, with the remaining balance in land development and construction and home equity and consumer loans. The Company does not have any concentrations by industry or group of industries in its loan portfolio, however, 59% of its gross loans were secured by real property as of December 31, 2016, compared to 58% as of December 31, 2015. While no specific industry concentration is considered significant, the Company's lending operations are located in areas that are dependent on the technology and real estate industries and their supporting companies.

The Company has established concentration limits in its loan portfolio for commercial real estate loans, commercial loans, construction loans and unsecured lending, among others. All loan types are within established limits. The Company uses underwriting guidelines to assess the borrowers' historical cash flow to determine debt service, and we further stress test the debt service under higher interest rate scenarios. Financial and performance covenants are used in commercial lending to allow the Company to react to a borrower's deteriorating financial condition, should that occur.

The Company's commercial loans are made for working capital, financing the purchase of equipment or for other business purposes. Commercial loans include loans with maturities ranging from thirty days to one year and "term loans" with maturities normally ranging from one to five years. Short-term business loans are generally intended to finance current transactions and typically provide for periodic principal payments, with interest payable monthly. Term loans normally provide for floating interest rates, with monthly payments of both principal and interest.

The Company is an active participant in the SBA and U.S. Department of Agriculture guaranteed lending programs, and has been approved by the SBA as a lender under the Preferred Lender Program. The Company regularly makes such loans conditionally guaranteed by the SBA (collectively referred to as "SBA loans"). The guaranteed portion of these loans is typically sold in the secondary market depending on market conditions. When the guaranteed portion of an SBA loan is sold the Company retains the servicing rights for the sold portion. During 2016, loans were sold resulting in a gain on sales of SBA loans of \$796,000, compared to a gain on sales of SBA loans of \$843,000 for 2015, and \$971,000 for 2014.

The Company's factoring receivables are from the operations of Bay View Funding whose primary business is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. These receivables are acquired from a variety of companies, including but not limited to service providers, transportation companies, manufacturers, distributors, wholesalers, apparel companies, advertisers, and temporary staffing companies. The portfolio of factored receivables is included in the Company's commercial loan portfolio. The average life of the factored receivables is 35 days. The balance of the purchased receivables as of December 31, 2016 and 2015 was \$49.6 million and \$40.1 million, respectively.

The commercial loan portfolio increased \$47.8 million to \$604.3 million at December 31, 2016, compared to \$556.5 million at December 31, 2015, which was primarily the result of an increase of \$26.3 million in the asset-based

lending portfolio, an increase of \$11.9 million in the C&I portfolio, and an increase of \$9.6 million in the factored receivables portfolio. C&I line usage was 42% at December 31, 2016, compared to 39% at December 31, 2015.

The Company's CRE loans consist primarily of loans based on the borrower's cash flow and are secured by deeds of trust on commercial property to provide a secondary source of repayment. The Company generally restricts real estate term loans to no more than 75% of the property's appraised value or the purchase price of the property depending on the type of property and its utilization. The Company offers both fixed and floating rate loans. Maturities on real estate mortgage loans are generally between five and ten years (with amortization ranging from fifteen to twenty-five years and a balloon payment due at maturity), however, SBA and certain other real estate loans that can be sold in the secondary market may be granted for longer maturities.

The CRE loan portfolio increased \$36.5 million to \$662.2 million at December 31, 2016, compared to \$625.7 million at December 31, 2015. These loans consist primarily of adjustable and fixed-rate loans secured by deeds of trust on commercial property. The commercial real estate loans at December 31, 2016 consist of \$287.5 million, or 43% of commercial owner occupied properties, and \$374.7 million, or 57%, of commercial investment properties. Properties securing the commercial and residential real estate loans are primarily located in the Company's primary market, which is the Greater San Francisco Bay Area.

During the fourth quarter of 2016, the Company purchased \$31.1 million of CRE loans on properties located primarily in the San Francisco Bay Area, with an average loan principal amount of approximately \$1.8 million, and weighted average yield of 3.88%, net of servicing fees to the servicer. At December 31, 2016, the purchased CRE loans outstanding totaled \$31.0 million.

The Company's land and construction loans are primarily to finance the development/construction of commercial and single family residential properties. The Company utilizes underwriting guidelines to assess the likelihood of repayment from sources such as sale of the property or availability of permanent mortgage financing prior to making the construction loan. Construction loans are provided primarily in our market area, and we have extensive controls for the disbursement process. Land and construction loans decreased \$3.4 million to \$81.0 million at December 31, 2016, compared to \$84.4 million at December 31, 2015, primarily due to the payoff of construction loans during the year ended December 31, 2016.

The Company makes home equity lines of credit available to its existing customers. Home equity lines of credit are underwritten initially with a maximum 75% loan to value ratio. Home equity lines are reviewed semi-annually, with specific emphasis on loans with a loan to value ratio greater than 70%. The Company takes measures to work with customers to reduce line commitments and minimize potential losses.

During the year ended December 31, 2016, the Company purchased jumbo single family residential mortgage loans totaling \$57.5 million, all of which are domiciled in California, with an average loan principal amount of approximately \$834,000, and weighted average yield of 3.00%, net of servicing fees to the servicer. Residential mortgage loans outstanding at December 31, 2016 totaled \$52.9 million.

Additionally, the Company makes consumer loans for the purpose of financing automobiles, various types of consumer goods, and other personal purposes. Consumer loans generally provide for the monthly payment of principal and interest. Most of the Company's consumer loans are secured by the personal property being purchased or, in the instances of home equity loans or lines, real property.

With certain exceptions, state chartered banks are permitted to make extensions of credit to any one borrowing entity up to 15% of the bank's capital and reserves for unsecured loans and up to 25% of the bank's capital and reserves for secured loans. For HBC, these lending limits were \$41.3 million and \$68.8 million at December 31, 2016, respectively.

### ***Loan Maturities***

The following table presents the maturity distribution of the Company's loans (excluding loans held-for-sale), as of December 31, 2016. The table shows the distribution of such loans between those loans with predetermined (fixed) interest rates and those with variable (floating) interest rates. Floating rates generally fluctuate with changes in the prime

rate as reflected in the Western Edition of The Wall Street Journal. As of December 31, 2016, approximately 55% of the Company's loan portfolio consisted of floating interest rate loans.

	Due in One Year or Less	Over One Year But Less than Five Years	Over Five Years	Total
	(Dollars in thousands)			
Commercial .....	\$ 493,030	\$ 85,846	\$ 25,455	\$ 604,331
Real estate:				
Commercial .....	106,717	225,243	330,268	662,228
Land and construction .....	81,002	—	—	81,002
Home equity .....	76,314	1,551	4,594	82,459
Residential mortgages .....	533	—	52,354	52,887
Consumer .....	19,336	1,124	—	20,460
Loans .....	<u>\$ 776,932</u>	<u>\$ 313,764</u>	<u>\$ 412,671</u>	<u>\$ 1,503,367</u>
Loans with variable interest rates. . . .	\$ 682,454	\$ 61,005	\$ 84,998	\$ 828,457
Loans with fixed interest rates . . . . .	94,478	252,759	327,673	674,910
Loans .....	<u>\$ 776,932</u>	<u>\$ 313,764</u>	<u>\$ 412,671</u>	<u>\$ 1,503,367</u>

### Loan Servicing

As of December 31, 2016, 2015, and 2014 there were \$164.5 million, \$175.5 million, and \$130.6 million, respectively, of SBA loans that were serviced by the Company for others. Activity for loan servicing rights was as follows:

	2016	2015	2014
	(Dollars in thousands)		
Beginning of year balance .....	\$ 2,209	\$ 565	\$ 525
Additions .....	219	2,126	319
Amortization .....	(574)	(482)	(279)
End of year balance .....	<u>\$ 1,854</u>	<u>\$ 2,209</u>	<u>\$ 565</u>

Loan servicing rights are included in accrued interest receivable and other assets on the unaudited consolidated balance sheets and reported net of amortization. The increase in loan servicing rights for the year ended December 31, 2015 from December 31, 2014 was primarily due to the Focus acquisition of \$1.9 million in serviced SBA loans at fair value. There was no valuation allowance as of December 31, 2016 and 2015, as the fair market value of the assets was greater than the carrying value.

Activity for the I/O strip receivable was as follows:

	2016	2015	2014
	(Dollars in thousands)		
Beginning of year balance .....	\$ 1,367	\$ 1,481	\$ 1,647
Unrealized holding loss .....	(300)	(114)	(166)
End of year balance .....	<u>\$ 1,067</u>	<u>\$ 1,367</u>	<u>\$ 1,481</u>

Management reviews the key economic assumptions used to estimate the fair value of I/O strip receivables on a quarterly basis. The fair value of the I/O strip can be adversely impacted by a significant increase in either the prepayment speed of the portfolio or the discount rate. At December 31, 2016, key economic assumptions and the sensitivity of the

fair value of the I/O strip receivables to immediate changes to the CPR assumption of 10% and 20%, and changes to the discount rate assumption of 1% and 2%, are as follows:

	<u>(Dollars in thousands)</u>
Carrying amount/fair value of Interest-Only (I/O) strip . . . . .	\$ 1,067
Prepayment speed assumption (annual rate) . . . . .	7.4
Impact on fair value of 10% adverse change in prepayment speed (CPR 8.1%) . . . . .	\$ (18)
Impact on fair value of 20% adverse change in prepayment speed (CPR 8.9%) . . . . .	\$ (35)
Residual cash flow discount rate assumption (annual) . . . . .	13.0%
Impact on fair value of 1% adverse change in discount rate (14.3% discount rate) . . . . .	\$ (33)
Impact on fair value of 2% adverse change in discount rate (15.6% discount rate) . . . . .	\$ (64)

***Credit Quality***

Financial institutions generally have a certain level of exposure to credit quality risk, and could potentially receive less than a full return of principal and interest if a debtor becomes unable or unwilling to repay. Since loans are the most significant assets of the Company and generate the largest portion of its revenues, the Company’s management of credit quality risk is focused primarily on loan quality. Banks have generally suffered their most severe earnings declines as a result of customers’ inability to generate sufficient cash flow to service their debts and/or downturns in national and regional economies and declines in overall asset values including real estate. In addition, certain debt securities that the Company may purchase have the potential of declining in value if the obligor’s financial capacity to repay deteriorates.

The Company’s policies and procedures identify market segments, set goals for portfolio growth or contraction, and establish limits on industry and geographic credit concentrations. In addition, these policies establish the Company’s underwriting standards and the methods of monitoring ongoing credit quality. The Company’s internal credit risk controls are centered in underwriting practices, credit granting procedures, training, risk management techniques, and familiarity with loan customers as well as the relative diversity and geographic concentration of our loan portfolio.

The Company’s credit risk may also be affected by external factors such as the level of interest rates, employment, general economic conditions, real estate values, and trends in particular industries or geographic markets. As an independent community bank serving a specific geographic area, the Company must contend with the unpredictable changes in the general California market and, particularly, primary local markets. The Company’s asset quality has suffered in the past from the impact of national and regional economic recessions, consumer bankruptcies, and depressed real estate values.

Nonperforming assets are comprised of the following: loans and loans held-for-sale for which the Company is no longer accruing interest; restructured loans which have been current under six months; loans 90 days or more past due and still accruing interest (although they are generally placed on nonaccrual when they become 90 days past due, unless they are both well-secured and in the process of collection); and foreclosed assets. Past due loans 30 days or greater totaled \$8.0 million and \$5.8 million at December 31, 2016 and December 31, 2015, respectively, of which \$2.1 million and \$591,000 were on nonaccrual. There were also \$1.0 million and \$4.1 million loans less than 30 days past due included in nonaccrual loans held-for-investment, at December 31, 2016 and December 31, 2015, respectively.

Management’s classification of a loan as “nonaccrual” is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued. Loans may be restructured by management when a borrower has experienced some change in financial status causing an inability to meet the original repayment terms and where the Company believes the borrower will eventually overcome those circumstances and make full restitution. Foreclosed assets consist of properties and other assets acquired by foreclosure or similar means that management is offering or will offer for sale.

The following table summarizes the Company's nonperforming assets at the dates indicated:

	December 31,				
	2016	2015	2014	2013	2012
	(Dollars in thousands)				
Nonaccrual loans — held-for-investment . . . . .	\$ 3,059	\$ 4,716	\$ 5,855	\$ 11,326	\$ 17,335
Restructured and loans 90 days past due and still accruing . . . . .	—	1,662	—	492	859
Total nonperforming loans . . . . .	3,059	6,378	5,855	11,818	18,194
Foreclosed assets . . . . .	229	364	696	575	1,270
Total nonperforming assets . . . . .	<u>\$ 3,288</u>	<u>\$ 6,742</u>	<u>\$ 6,551</u>	<u>\$ 12,393</u>	<u>\$ 19,464</u>
Nonperforming assets as a percentage of loans plus nonaccrual loans held-for-sale plus foreclosed assets	0.22 %	0.50 %	0.60 %	1.35 %	2.39 %
Nonperforming assets as a percentage of total assets . .	0.13 %	0.29 %	0.41 %	0.83 %	1.15 %

The following table presents nonperforming loans by class at year end:

	2016			2015		
	Nonaccrual	Restructured and Loans Over 90 Days Past Due and Still Accruing	Total	Nonaccrual	Restructured and Loans Over 90 Days Past Due and Still Accruing	Total
	(Dollars in thousands)					
Commercial . . . . .	\$ 2,171	\$ —	\$ 2,171	\$ 724	\$ 1,378	\$ 2,102
Real estate:						
Commercial . . . . .	419	—	419	2,992	—	2,992
Land and construction . . . . .	199	—	199	219	—	219
Home equity . . . . .	267	—	267	777	284	1,061
Consumer . . . . .	3	—	3	4	—	4
Total . . . . .	<u>\$ 3,059</u>	<u>\$ —</u>	<u>\$ 3,059</u>	<u>\$ 4,716</u>	<u>\$ 1,662</u>	<u>\$ 6,378</u>

Nonperforming assets were \$3.3 million, or 0.13% of total assets, at December 31, 2016, compared to \$6.7 million, or 0.29% of total assets, at December 31, 2015. Included in total nonperforming assets were foreclosed assets of \$229,000 at December 31, 2016, compared to \$364,000 at December 31, 2015.

Loans with a well defined weakness, which are characterized by the distinct possibility that the Company will sustain a loss if the deficiencies are not corrected, are categorized as “classified.” Classified loans include all loans considered as substandard, substandard nonaccrual, and doubtful and may result from problems specific to a borrower’s business or from economic downturns that affect the borrower’s ability to repay or that cause a decline in the value of the underlying collateral (particularly real estate). The principal balance of classified loans was \$13.3 million at December 31, 2016, and \$18.6 million at December 31, 2015. There were no loans held-for-sale included in classified loans at December 31, 2016, and December 31, 2015. Loans held-for-sale are carried at the lower of cost or estimated fair value, and are not allocated an allowance for loan losses.

The following table provides a summary of the loan portfolio by loan type and credit quality classification at the dates indicated:

	December 31, 2016			December 31, 2015		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total
	(Dollars in thousands)					
Commercial .....	\$ 594,255	\$ 10,076	\$ 604,331	\$ 547,536	\$ 8,986	\$ 556,522
Real estate:						
Commercial .....	659,777	2,451	662,228	617,865	7,800	625,665
Land and construction .....	80,803	199	81,002	84,209	219	84,428
Home equity .....	81,866	593	82,459	75,511	1,322	76,833
Residential mortgages .....	52,887	—	52,887	—	—	—
Consumer .....	20,455	5	20,460	15,705	305	16,010
Total .....	<u>\$ 1,490,043</u>	<u>\$ 13,324</u>	<u>\$ 1,503,367</u>	<u>\$ 1,340,826</u>	<u>\$ 18,632</u>	<u>\$ 1,359,458</u>

Classified commercial loans increased to \$10.1 million at December 31, 2016, from \$9.0 million at December 31, 2015, primarily due to commercial loan downgrades in excess of upgrades during the year ended December 31, 2016. Classified commercial real estate loans decreased to \$2.5 million at December 31, 2016, compared to December 31, 2015, primarily as a result of upgrades and payoffs in the commercial real estate loan portfolio.

The following provides a rollforward of troubled debt restructurings (“TDRs”):

	For the Year Ended December 31, 2016		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2016 .....	\$ 149	\$ 4	\$ 153
Principal repayments .....	(18)	(2)	(20)
Balance at December 31, 2016 .....	<u>\$ 131</u>	<u>\$ 2</u>	<u>\$ 133</u>
	Year Ended December 31, 2015		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2015 .....	\$ 167	\$ 916	\$ 1,083
Principal repayments .....	(18)	(912)	(930)
Balance at December 31, 2015 .....	<u>\$ 149</u>	<u>\$ 4</u>	<u>\$ 153</u>

### ***Allowance for Loan Losses***

The allowance for loan losses is an estimate of probable incurred losses in the loan portfolio. Loans are charged-off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance for loan losses. Management’s methodology for estimating the allowance balance consists of several key elements, which include specific allowances on individual impaired loans and the formula driven allowances on pools of loans with similar risk characteristics. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management’s judgment, should be charged-off.

Specific allowances are established for impaired loans. Management considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement, including scheduled interest payments. Loans for which the terms have been modified with a concession granted, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired. When a loan is considered to be impaired, the amount of impairment is measured based on the fair value of the collateral, less costs to sell, if the loan is collateral dependent or on the present value of expected future cash flows or values that are observable in the secondary market. If the measure of the impaired loans is less than the investment in the loan, the deficiency will be charged off against the allowance for loan losses if the amount is a confirmed loss, or, alternatively, a specific allocation within the allowance will be established. Loans that are considered impaired are specifically excluded from the formula portion of the allowance for loan loss analysis.

The estimated loss factors for pools of loans that are not impaired are based on determining the probability of default and loss given default for loans within each segment of the portfolio, adjusted for significant factors that, in

management's judgment, affect collectibility as of the evaluation date. The Company's historical delinquency experience and loss experience are utilized to determine the probability of default and loss given default for segments of the portfolio where the Company has experienced losses in the past. For segments of the portfolio where the Company has no significant prior loss experience, the Company uses quantifiable observable industry data to determine the probability of default and loss given default.

The following provides a summary of the risks associated with various segments of the Company's loan portfolio, which are factors management regularly considers when evaluating the adequacy of the allowance:

- Commercial loans consist primarily of commercial and industrial loans (business lines of credit), and other commercial purpose loans. Repayment of commercial and industrial loans is generally provided from the cash flows of the related business to which the loan was made. Adverse changes in economic conditions may result in a decline in business activity, which may impact a borrower's ability to continue to make scheduled payments. The factored receivables at Bay View Funding are included in the Company's commercial loan portfolio; however, they are evaluated for risk primarily based on the agings of the receivables. Faster turning receivables imply less risk and therefore warrant a lower associated allowance. Should the overall aging for the portfolio increase, this structure will by formula increase the allowance to reflect the increasing risk. Should the portfolio turn more quickly, it would reduce the associated allowance to reflect the reducing risk.
- Real estate loans consist primarily of loans secured by commercial and residential real estate. Also included in this segment are land and construction loans and home equity lines of credit secured by real estate. As the majority of this segment is comprised of commercial real estate loans, risks associated with this segment lay primarily within these loan types. Adverse economic conditions may result in a decline in business activity and increased vacancy rates for commercial properties. These factors, in conjunction with a decline in real estate prices, may expose the Company to the potential for losses if a borrower cannot continue to service the loan with operating revenues, and the value of the property has declined to a level such that it no longer fully covers the Company's recorded investment in the loan.
- Consumer loans consist primarily of a large number of small loans and lines of credit. The majority of installment loans are made for consumer and business purchases. Weakened economic conditions may result in an increased level of delinquencies within this segment, as economic pressures may impact the capacity of such borrowers to repay their obligations.

As a result of the matters mentioned above, changes in the financial condition of individual borrowers, economic conditions, historical loss experience and the condition of the various markets in which collateral may be sold, may all affect the required level of the allowance for loan losses and the associated provision for loan losses.

It is the policy of management to maintain the allowance for loan losses at a level adequate for risks inherent in the loan portfolio. On an ongoing basis, we have engaged an outside firm to perform independent credit reviews of our loan portfolio. The Federal Reserve Board and the California Department of Business Oversight — Division of Financial Institutions also review the allowance for loan losses as an integral part of their examination process. Based on information currently available, management believes that the allowance for loan losses is adequate. However, the loan portfolio can be adversely affected if California economic conditions and the real estate market in the Company's market area were to weaken. Also, any weakness of a prolonged nature in the technology industry would have a negative impact on the local market. The effect of such events, although uncertain at this time, could result in an increase in the level of nonperforming loans and increased loan losses, which could adversely affect the Company's future growth and profitability. No assurance of the ultimate level of credit losses can be given with any certainty.

The following table summarizes the Company's loan loss experience, as well as provisions and charges to the allowance for loan losses and certain pertinent ratios for the periods indicated:

	2016	2015	2014	2013	2012
	(Dollars in thousands)				
Beginning of year balance	\$ 18,926	\$ 18,379	\$ 19,164	\$ 19,027	\$ 20,700
Charge-offs:					
Commercial	(1,966)	(527)	(815)	(1,676)	(3,935)
Real estate:					
Commercial and residential	—	(2)	—	(173)	(1,362)
Land and construction	—	—	—	(1)	(133)
Home equity	—	—	(87)	(102)	(33)
Consumer	(41)	(9)	(25)	—	—
Total charge-offs	(2,007)	(538)	(927)	(1,952)	(5,463)
Recoveries:					
Commercial	365	877	418	2,621	776
Real estate:					
Commercial	—	9	35	274	230
Land and construction	568	127	26	—	—
Home equity	—	10	1	9	—
Consumer	—	30	—	1	—
Total recoveries	933	1,053	480	2,905	1,006
Net (charge-offs) recoveries	(1,074)	515	(447)	953	(4,457)
Provision (credit) for loan losses	1,237	32	(338)	(816)	2,784
End of year balance	<u>\$ 19,089</u>	<u>\$ 18,926</u>	<u>\$ 18,379</u>	<u>\$ 19,164</u>	<u>\$ 19,027</u>

#### RATIOS:

Net charge-offs (recoveries) to average loans (1)	0.08 %	(0.04)%	0.05 %	(0.11)%	0.57 %
Allowance for loan losses to total loans (1)	1.27 %	1.39 %	1.69 %	2.09 %	2.34 %
Allowance for loan losses to nonperforming loans	624.03 %	296.74 %	313.90 %	162.16 %	104.58 %

(1) Average loans and total loans exclude loans held-for-sale.

The following table provides a summary of the allocation of the allowance for loan losses by class at the dates indicated. The allocation presented should not be interpreted as an indication that charges to the allowance for loan losses will be incurred in these amounts or proportions, or that the portion of the allowance allocated to each category represents the total amount available for charge-offs that may occur within these classes.

	December 31,									
	2016		2015		2014		2013		2012	
	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans
	(Dollars in thousands)									
Commercial	\$ 10,656	40 %	\$ 10,748	41 %	\$ 11,187	43 %	\$ 12,533	43 %	\$ 12,866	46 %
Real estate:										
Commercial	5,181	44 %	4,980	46 %	4,707	44 %	4,922	46 %	4,609	44 %
Land and construction	1,221	5 %	1,504	6 %	1,048	6 %	356	3 %	399	3 %
Home equity	1,639	6 %	1,592	6 %	1,315	6 %	1,270	6 %	1,026	5 %
Residential mortgages	286	4 %	—	— %	—	— %	—	— %	—	— %
Consumer	106	1 %	102	1 %	122	1 %	83	2 %	127	2 %
Total	<u>\$ 19,089</u>	<u>100 %</u>	<u>\$ 18,926</u>	<u>100 %</u>	<u>\$ 18,379</u>	<u>100 %</u>	<u>\$ 19,164</u>	<u>100 %</u>	<u>\$ 19,027</u>	<u>100 %</u>

The allowance for loan losses totaled \$19.1 million, or 1.27% of total loans at December 31, 2016, compared to \$18.9 million, or 1.39% of total loans at December 31, 2015. The allowance for loan losses to total nonperforming loans increased to 624.03% at December 31, 2016, compared to 296.74% at December 31, 2015. Loan charge-offs reflect the realization of losses in the portfolio that were partially recognized previously through the provision for loan losses. The



Company had net charge-offs of \$1.1 million, or (0.08)% of average loans, for the year ended December 31, 2016, compared to net recoveries of \$515,000, or (0.04)% of average loans, for the year ended December 31, 2015.

The allowance for loan losses related to the commercial portfolio decreased \$92,000 at December 31, 2016 from December 31, 2015, primarily due to net charge-offs of \$1.6 million, resulting in a provision to the allowance for loan losses of \$1.5 million. Net charge-offs included one \$1.3 million C&I loan relationship charged-off in the fourth quarter of 2016. The allowance for loan losses related to the real estate portfolio increased \$251,000 at September 30, 2016 from December 31, 2015, as a result of net recoveries of \$568,000, partially offset by a credit provision for loan losses of \$317,000. The increase in the allowance for loan losses in the real estate portfolio was primarily related to the purchased residential mortgages of \$52.9 million and CRE loans of \$31.1 million at December 31, 2016, partially offset by improving credit quality factors.

### ***Goodwill and Other Intangible Assets***

On November 1, 2014, estimated goodwill of \$13.0 million resulted from the acquisition Bay View Funding. On August 20, 2015, estimated goodwill of \$32.6 million resulted from the merger of Focus. Goodwill represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. The fair values of assets acquired and liabilities assumed are subject to adjustment during the first twelve months after the acquisition date if additional information becomes available to indicate a more accurate or appropriate value for an asset or liability. Total goodwill at December 31, 2016 and December 31, 2015 was \$45.6 million, which consisted of \$13.0 million related to the Bay View Funding acquisition, and \$32.6 million related to the Focus acquisition.

Goodwill impairment exists when a reporting unit's carrying value exceeds its fair value, which is determined through a qualitative assessment whether it is more likely than not that the fair value of equity of the reporting unit exceeds the carrying value ("Step Zero"). If the qualitative assessment indicates it is more likely than not that the fair value of equity of a reporting unit is less than book value, than a quantitative two-step impairment test is required. Step 1 includes the determination of the carrying value of the Company's single reporting unit, including the existing goodwill and intangible assets, and estimating the fair value of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, the Company is required to perform a second step to the impairment test. Step 2 requires that the implied fair value of the reporting unit goodwill be compared to the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss shall be recognized in an amount equal to that excess.

The Company completed its annual impairment analysis on the goodwill from the Bay View Funding and Focus acquisitions as of November 30, 2016 with the assistance of an independent valuation firm. Based on the Step Zero qualitative analysis performed, the Company determined that it is more likely than not that the fair value of the Company's equity exceeded its reported book value of equity at November 30, 2016. As such, no impairment was indicated and no further testing was required.

Other intangible assets were \$7.0 million at December 31, 2016, compared to \$8.5 million at December 31, 2015. Core deposit and customer relationship intangible assets arising from the acquisition of Diablo Valley Bank in June 2007 were \$195,000 at December 31, 2016 and \$621,000 at December 31, 2015, net of accumulated amortization. The core deposit intangible asset arising from the acquisition of Focus was \$5.2 million at December 31, 2016 and \$6.0 million at December 31, 2015, net of accumulated amortization. A below market lease, customer relationship and brokered relationship, and a non-compete agreement intangible assets arising from the acquisition of Bay View Funding in November 2014 were \$1.6 million at December 31, 2016 and \$1.9 million at December 31, 2015, net of accumulated amortization.

### ***Deposits***

The composition and cost of the Company's deposit base are important components in analyzing the Company's net interest margin and balance sheet liquidity characteristics, both of which are discussed in greater detail in other sections in this report. The Company's liquidity is impacted by the volatility of deposits from the propensity of that money to leave the institution for rate-related or other reasons. Deposits can be adversely affected if economic conditions weaken in California, and the Company's market area in particular. Potentially, the most volatile deposits in a financial institution are jumbo certificates of deposit, meaning time deposits with balances that equal or exceed \$250,000, as customers with balances of that magnitude are typically more rate-sensitive than customers with smaller balances.

The following table summarizes the distribution of deposits and the percentage of distribution in each category of deposits for the periods indicated:

	Year Ended December 31,					
	2016		2015		2014	
	Balance	% to Total	Balance	% to Total	Balance	% to Total
(Dollars in thousands)						
Demand, noninterest-bearing . . . . .	\$ 917,187	41 %	\$ 821,405	40 %	\$ 517,662	37 %
Demand, interest-bearing . . . . .	541,282	24 %	496,278	24 %	225,821	16 %
Savings and money market . . . . .	572,743	25 %	496,843	24 %	384,644	28 %
Time deposits — under \$250 . . . . .	57,857	3 %	62,026	3 %	57,443	4 %
Time deposits — \$250 and over . . . . .	163,670	7 %	160,815	8 %	163,452	12 %
Time deposits — brokered . . . . .	—	— %	17,825	1 %	28,116	2 %
CDARS — interest-bearing demand, money market and time deposits . . . . .	9,401	— %	7,583	— %	11,248	1 %
Total deposits . . . . .	<u>\$ 2,262,140</u>	<u>100 %</u>	<u>\$ 2,062,775</u>	<u>100 %</u>	<u>\$ 1,388,386</u>	<u>100 %</u>

The Company obtains deposits from a cross-section of the communities it serves. The Company's business is not generally seasonal in nature. Public funds were 4% of deposits at December 31, 2016 and December 31, 2015.

Total deposits increased \$199.4 million, or 10%, to \$2.26 billion at December 31, 2016, compared to \$2.06 billion at December 31, 2015. Noninterest-bearing deposits increased \$95.8 million at December 31, 2016 from December 31, 2015. Interest-bearing demand deposits increased \$45.0 million at December 31, 2016 from December 31, 2015. Savings and money market deposits increased \$75.9 million at December 31, 2016 from December 31, 2015. At December 31, 2016, there were no brokered deposits, compared to \$17.8 million of brokered deposits at December 31, 2015. Deposits, excluding all time deposits and CDARS deposits, increased \$216.7 million, or 12%, to \$2.03 billion at December 31, 2016, from \$1.81 billion at December 31, 2015.

At December 31, 2016, the Company had \$94.1 million (at fair value) of securities pledged for \$85.1 million in certificates of deposits from the State of California. At December 31, 2015, the Company had \$93.0 million (at fair value) of securities pledged for \$78.0 million in certificates of deposits from the State of California.

CDARS deposits were comprised of \$2.5 million of interest-bearing demand deposits, \$3.7 million of money market accounts and \$3.2 million of time deposits at December 31, 2016. CDARS deposits were comprised of \$3.4 million of money market accounts and \$4.2 million of time deposits at December 31, 2015.

The following table indicates the contractual maturity schedule of the Company's time deposits of \$250,000 and over, and all CDARS time deposits as of December 31, 2016:

	Balance	% of Total
(Dollars in thousands)		
Three months or less . . . . .	\$ 73,629	44 %
Over three months through six months . . . . .	59,201	35 %
Over six months through twelve months . . . . .	28,949	17 %
Over twelve months . . . . .	5,081	4 %
Total . . . . .	<u>\$ 166,860</u>	<u>100 %</u>

The Company focuses primarily on providing and servicing business deposit accounts that are frequently over \$250,000 in average balance per account. As a result, certain types of business clients that the Company serves typically carry average deposits in excess of \$250,000. The account activity for some account types and client types necessitates appropriate liquidity management practices by the Company to ensure its ability to fund deposit withdrawals.

## Return on Equity and Assets

The following table indicates the ratios for return on average assets and average equity, and average equity to average assets for the periods indicated:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Return on average assets . . . . .	1.13 %	0.86 %	0.88 %
Return on average tangible assets . . . . .	1.15 %	0.88 %	0.88 %
Return on average equity . . . . .	10.71 %	8.04 %	7.44 %
Return on average tangible equity . . . . .	13.55 %	9.41 %	7.60 %
Average equity to average assets ratio . . . . .	10.54 %	10.73 %	11.85 %

## Off-Balance Sheet Arrangements

In the normal course of business, the Company makes commitments to extend credit to its customers as long as there are no violations of any conditions established in contractual arrangements. These commitments are obligations that represent a potential credit risk to the Company, yet are not reflected in any form within the Company's consolidated balance sheets. Total unused commitments to extend credit were \$596.5 million at December 31, 2016, as compared to \$573.7 million at December 31, 2015. Unused commitments represented 40% and 42% of outstanding gross loans at December 31, 2016 and 2015, respectively.

The effect on the Company's revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted, because there is no certainty that the lines of credit will ever be fully utilized. For more information regarding the Company's off-balance sheet arrangements, see Note 16 to the consolidated financial statements located elsewhere herein.

The following table presents the Company's commitments to extend credit for the periods indicated:

	<u>December 31, 2016</u>		<u>December 31, 2015</u>	
	<u>Fixed Rate</u>	<u>Variable Rate</u>	<u>Fixed Rate</u>	<u>Variable Rate</u>
	(Dollars in thousands)			
Unused lines of credit and commitments to make loans . . . . .	\$ 15,556	\$ 565,166	\$ 16,917	\$ 539,897
Standby letters of credit . . . . .	3,921	11,837	3,402	13,458
	<u>\$ 19,477</u>	<u>\$ 577,003</u>	<u>\$ 20,319</u>	<u>\$ 553,355</u>

## Contractual Obligations

The contractual obligations of the Company, summarized by type of obligation and contractual maturity, at December 31, 2016, are as follows:

	<u>Less Than One Year</u>	<u>One to Three Years</u>	<u>Three to Five Years</u>	<u>After Five Years</u>	<u>Total</u>
	(Dollars in thousands)				
Deposits(1). . . . .	\$ 2,251,398	\$ 10,292	\$ 450	\$ —	\$ 2,262,140
Operating leases . . . . .	3,000	4,938	1,241	—	9,179
Other long-term liabilities(2) . . . . .	1,133	3,108	3,266	9,712	17,219
Total contractual obligations . . . . .	<u>\$ 2,255,531</u>	<u>\$ 18,338</u>	<u>\$ 4,957</u>	<u>\$ 9,712</u>	<u>\$ 2,288,539</u>

- (1) Deposits with indeterminate maturities, such as demand, savings and money market accounts, are reflected as obligations due in less than one year.
- (2) Includes maximum payments related to employee benefit plans, assuming all future vesting conditions are met. Additional information is provided in Note 14 to the consolidated financial statements.

In addition to those obligations listed above, in the normal course of business, the Company will make cash distributions for the payment of interest on interest-bearing deposit accounts and debt obligations, payments for quarterly income tax estimates and contributions to certain employee benefit plans.

**Liquidity and Asset/Liability Management**

Liquidity refers to the Company’s ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely and cost effective fashion. At various times the Company requires funds to meet short-term cash requirements brought about by loan growth or deposit outflows, the purchase of assets, or liability repayments. An integral part of the Company’s ability to manage its liquidity position appropriately is the Company’s large base of core deposits, which are generated by offering traditional banking services in its service area and which have historically been a stable source of funds. To manage liquidity needs properly, cash inflows must be timed to coincide with anticipated outflows or sufficient liquidity resources must be available to meet varying demands. The Company manages liquidity to be able to meet unexpected sudden changes in levels of its assets or deposit liabilities without maintaining excessive amounts of balance sheet liquidity. Excess balance sheet liquidity can negatively impact the Company’s interest margin. In order to meet short-term liquidity needs the Company may utilize overnight Federal funds purchase arrangements and other borrowing arrangements with correspondent banks, solicit brokered deposits if cost effective deposits are not available from local sources, and maintain collateralized lines of credit with the FHLB and FRB. In addition, the Company can raise cash for temporary needs by selling securities under agreements to repurchase and selling securities available-for-sale.

One of the measures of liquidity is our loan to deposit ratio. Our loan to deposit ratio was 66.42% at December 31, 2016, compared to 65.87% at December 31, 2015.

**FHLB and FRB Borrowings and Available Lines of Credit**

The Company has off-balance sheet liquidity in the form of Federal funds purchase arrangements with correspondent banks, including the FHLB and FRB. The Company can borrow from the FHLB on a short-term (typically overnight) or long-term (over one year) basis. The Company had no overnight borrowings from the FHLB at December 31, 2016 and December 31, 2015. The Company had \$213.9 million of loans pledged to the FHLB as collateral on an available line of credit of \$172.5 million at December 31, 2016.

The Company can also borrow from FRB’s discount window. The Company had \$496.4 million of loans pledged to the Federal Reserve as collateral on an available line of credit of \$312.1 million at December 31, 2016, none of which was outstanding.

At December 31, 2016 and 2015, the Company had Federal funds purchase arrangements available of \$55.0 million. There were no Federal funds purchased outstanding at December 31, 2016 or 2015.

The Company has a \$5.0 million line of credit with a correspondent bank, of which none was outstanding at December 31, 2016, and \$3.0 million was outstanding at December 31, 2015.

The Company may also utilize securities sold under repurchase agreements to manage our liquidity position. There were no securities sold under agreements to repurchase at December 31, 2016 or 2015.

The following table summarizes the Company’s borrowings under its Federal funds purchased, security repurchase arrangements and lines of credit for the periods indicated:

	<u>December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)		
Average balance during the year . . . . .	\$ 418	\$ 578	\$ 3,953
Average interest rate during the year . . . . .	2.57 %	3.14 %	3.06 %
Maximum month-end balance during the year . . . .	\$ 3,000	\$ 3,000	\$ 29,796
Average rate at December 31, . . . . .	N/A	3.00 %	2.87 %

## Capital Resources

The Company uses a variety of measures to evaluate capital adequacy. Management reviews various capital measurements on a regular basis and takes appropriate action to ensure that such measurements are within established internal and external guidelines. The external guidelines, which are issued by the Federal Reserve and the FDIC, establish a risk-adjusted ratio relating capital to different categories of assets and off-balance sheet exposures.

The following table summarizes risk based capital, risk weighted assets, and risk based capital ratios of the consolidated Company under the Basel III requirements as of December 31, 2016 and December 31, 2015, and under Basel I as of December 31, 2014:

	December 31,		
	2016	2015	2014
	(Dollars in thousands)		
	Under Basel III		Under Basel I
<b>Capital components:</b>			
Common equity Tier 1 capital . . . . .	\$ 214,924	\$ 181,222	N/A
Additional Tier 1 capital . . . . .	—	18,077	N/A
Tier 1 Capital . . . . .	214,924	199,299	169,278
Tier 2 Capital . . . . .	19,705	19,616	16,790
Total risk-based capital . . . . .	<u>\$ 234,629</u>	<u>\$ 218,915</u>	<u>\$ 186,068</u>
Risk-weighted assets . . . . .	\$ 1,876,732	\$ 1,750,515	\$ 1,341,094
Average assets for capital purposes . . . . .	\$ 2,515,623	\$ 2,322,940	\$ 1,598,724
<b>Capital ratios:</b>			
Total risk-based capital . . . . .	12.5 %	12.5 %	13.9 %
Tier 1 risk-based capital . . . . .	11.5 %	11.4 %	12.6 %
Common equity Tier 1 risk-based capital . . . . .	11.5 %	10.4 %	N/A
Leverage(1) . . . . .	8.5 %	8.6 %	10.6 %

(1) Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

The following table summarizes risk-based capital, risk-weighted assets, and risk-based capital ratios of HBC under the Basel III requirements as of December 31, 2016 and December 2015, and under the Basel I requirements as of December 31, 2014:

	December 31,		
	2016	2015	2014
	(Dollars in thousands)		
	Under Basel III	Under Basel I	
<b>Capital components:</b>			
Common equity Tier 1 capital . . . . .	\$ 211,364	\$ 200,327	N/A
Additional Tier 1 capital . . . . .	—	—	N/A
Tier 1 Capital . . . . .	211,364	200,327	158,976
Tier 2 Capital . . . . .	19,705	19,616	16,789
Total risk-based capital . . . . .	<u>\$ 231,069</u>	<u>\$ 219,943</u>	<u>\$ 175,765</u>
Risk-weighted assets . . . . .	\$ 1,876,024	\$ 1,750,222	\$ 1,340,949
Average assets for capital purposes . . . . .	\$ 2,514,922	\$ 2,322,232	\$ 1,599,173
<b>Capital ratios:</b>			
Total risk-based capital . . . . .	12.3 %	12.6 %	13.1 %
Tier 1 risk-based capital . . . . .	11.3 %	11.4 %	11.9 %
Common equity Tier 1 risk-based capital . . . . .	11.3 %	11.4 %	N/A
Leverage(1) . . . . .	8.4 %	8.6 %	9.9 %

(1) Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

The following table presents the applicable well-capitalized regulatory guidelines and the standards for minimum capital adequacy requirements under Basel III:

	Under Basel III			Under Basel I	
	Transitional Minimum Regulatory Requirement(1) Effective January 1, 2016	Fully Phased-in Minimum Regulatory Requirement(2) Effective January 1, 2019	Well-capitalized Financial Institution Regulatory Guidelines	Minimum Regulatory Requirements	Well-Capitalized Regulatory Requirements
<b>Capital ratios:</b>					
Total risk-based capital . . . . .	8.625 %	10.5 %	10.00 %	8.00 %	10.00 %
Tier 1 risk-based capital . . . . .	6.625 %	8.5 %	8.00 %	4.00 %	6.00 %
Common equity Tier 1 risk-based capital . . . . .	5.125 %	7.0 %	6.50 %	N/A	N/A
Leverage . . . . .	4.000 %	4.0 %	5.00 %	4.00 %	5.00 %

(1) Includes 0.625% capital conservation buffer, except the leverage ratio.

(2) Includes 2.5% capital conservation buffer, except the leverage ratio.

The Basel III capital rules introduce a new “capital conservation buffer,” for banking organizations to maintain a common equity Tier 1 ratio more than 2.5% above these minimum risk-weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of common equity Tier 1 to risk-weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall. The implementation of the capital conservation buffer was phased in beginning on January 1, 2016 at 0.625% and will be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

The Company's common equity Tier 1 risk-based capital ratio increased at December 31, 2016, compared to December 31, 2015, primarily due to the exchange of the Company's Series C convertible perpetual preferred stock, no par value ("Series C Preferred Stock") for 5,601,000 shares of the Company's common stock during the third quarter of 2016, as discussed below. The exchange of the Company's Series C Preferred Stock for common stock had no effect on HBC's common equity Tier 1 risk-based capital ratio. During the year ended December 31, 2016, HBC distributed dividends totaling \$18.0 million.

At December 31, 2016, the Company's consolidated capital ratios exceeded regulatory guidelines and HBC's capital ratios exceed the highest regulatory capital requirement of "well-capitalized" under Basel III prompt corrective action provisions. Quantitative measures established by regulation to help ensure capital adequacy require the Company and HBC to maintain minimum amounts and ratios of total risk-based capital, Tier 1 capital, and common equity Tier 1 (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of December 31, 2016, December 31, 2015, and December 31, 2014, the Company and HBC met all capital adequacy guidelines to which they were subject. There are no conditions or events since December 31, 2016, that management believes have changed the categorization of the Company or HBC as well-capitalized.

At December 31, 2016, the Company had total shareholders' equity of \$259.8 million, compared to \$245.4 million at December 31, 2015. At December 31, 2016, total shareholders' equity included \$215.2 million in common stock, \$52.5 million in retained earnings, and (\$7.9) million of accumulated other comprehensive loss.

The accumulated other comprehensive loss was (\$7.9) million at December 31, 2016, compared to (\$6.2) million at December 31, 2015. The unrealized loss on securities available-for-sale was (\$1.2) million, net of taxes, at December 31, 2016, compared to an unrealized gain on securities available-for-sale of \$296,000, net of taxes, at December 31, 2015. The components of other comprehensive loss, net of taxes, at December 31, 2016 include the following: an unrealized loss on available-for-sale securities of (\$1.2) million; the remaining unamortized unrealized gain on securities available-for-sale transferred to held-to-maturity of \$355,000; a split dollar insurance contracts liability of (\$3.4) million; a supplemental executive retirement plan liability of (\$4.2) million; and an unrealized gain on interest-only strip from SBA loans of \$620,000.

### ***Series C Preferred Stock***

On September 12, 2016, the Company entered into Exchange Agreements with Castle Creek Capital Partners IV, LP, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. (collectively "Preferred Stockholders") providing for the exchange of 21,004 shares of the Company's Series C Preferred Stock for 5,601,000 shares of the Company's common stock. The exchange ratio was equal to the equivalent number of shares the Preferred Stockholders would have received upon conversion of the Series C Preferred Stock. During the fourth quarter of 2016, Castle Creek Capital Partners IV, LP, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. sold all of their shares of common stock. The exchange of the Series C Preferred Stock for common stock resulted in an increase in the Company's common equity Tier 1 risk based capital ratio at December 31, 2016, but had no effect on HBC's common equity Tier 1 risk based capital ratio or other regulatory capital ratios of the Company or HBC.

The book value per common share was \$6.85 at December 31, 2016, compared to \$7.03 at December 31, 2015. The tangible book value per common share was \$5.46 at December 31, 2016, compared to \$5.35 at December 31, 2015. On a full conversion of the Series C Preferred stock into common at December 31, 2015: (i) the book value per common share would have been reduced to \$6.51; and (ii) the tangible book value per common share would have been reduced to \$5.07.

### ***Market Risk***

Market risk is the risk of loss of future earnings, fair values, or future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributed to all market risk sensitive financial instruments, including securities, loans, deposits and borrowings, as well as the Company's role as a financial intermediary in customer-related transactions. The objective of market risk management is to avoid excessive exposure of the Company's earnings and equity to loss and to reduce the volatility inherent in certain financial instruments.

## ***Interest Rate Management***

Market risk arises from changes in interest rates, exchange rates, commodity prices and equity prices. The Company's market risk exposure is primarily that of interest rate risk, and it has established policies and procedures to monitor and limit earnings and balance sheet exposure to changes in interest rates. The Company does not engage in the trading of financial instruments, nor does the Company have exposure to currency exchange rates.

The principal objective of interest rate risk management (often referred to as "asset/liability management") is to manage the financial components of the Company in a manner that will optimize the risk/reward equation for earnings and capital in relation to changing interest rates. The Company's exposure to market risk is reviewed on a regular basis by the Asset/Liability Committee. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income. Management realizes certain risks are inherent, and that the goal is to identify and manage the risks. Management uses two methodologies to manage interest rate risk: (i) a standard GAP analysis; and (ii) an interest rate shock simulation model.

The planning of asset and liability maturities is an integral part of the management of an institution's net interest margin. To the extent maturities of assets and liabilities do not match in a changing interest rate environment, the net interest margin may change over time. Even with perfectly matched repricing of assets and liabilities, risks remain in the form of prepayment of loans or securities or in the form of delays in the adjustment of rates of interest applying to either earning assets with floating rates or to interest bearing liabilities. The Company has generally been able to control its exposure to changing interest rates by maintaining primarily floating interest rate loans and a majority of its time certificates with relatively short maturities.

Interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities, which may have a significant effect on the net interest margin and are not reflected in the interest sensitivity analysis table. Because of these factors, an interest sensitivity GAP report may not provide a complete assessment of the exposure to changes in interest rates.

The Company uses modeling software for asset/liability management in order to simulate the effects of potential interest rate changes on the Company's net interest margin, and to calculate the estimated fair values of the Company's financial instruments under different interest rate scenarios. The program imports current balances, interest rates, maturity dates and repricing information for individual financial instruments, and incorporates assumptions on the characteristics of embedded options along with pricing and duration for new volumes to project the effects of a given interest rate change on the Company's interest income and interest expense. Rate scenarios consisting of key rate and yield curve projections are run against the Company's investment, loan, deposit and borrowed funds portfolios. These rate projections can be shocked (an immediate and parallel change in all base rates, up or down) and ramped (an incremental increase or decrease in rates over a specified time period), based on current trends and econometric models or stable economic conditions (unchanged from current actual levels).

The following table sets forth the estimated changes in the Company's annual net interest income that would result from the designated instantaneous parallel shift in interest rates noted, as of December 31, 2016. Computations of



prospective effects of hypothetical interest rate changes are based on numerous assumptions including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

	<b>Increase/(Decrease) in Estimated Net Interest Income</b>	
	<b>Amount</b>	<b>Percent</b>
	<b>(Dollars in thousands)</b>	
<b>Change in Interest Rates (basis points)</b>		
+400 .....	\$ 23,995	25.6 %
+300 .....	\$ 18,559	19.8 %
+200 .....	\$ 12,621	13.5 %
+100 .....	\$ 6,373	6.8 %
0 .....	\$ —	— %
-100 .....	\$ (10,270)	(10.9)%
-200 .....	\$ (20,284)	(21.6)%

This data does not reflect any actions that we may undertake in response to changes in interest rates such as changes in rates paid on certain deposit accounts based on local competitive factors, which could reduce the actual impact on net interest income, if any.

As with any method of gauging interest rate risk, there are certain shortcomings inherent to the methodology noted above. The model assumes interest rate changes are instantaneous parallel shifts in the yield curve. In reality, rate changes are rarely instantaneous. The use of the simplifying assumption that short-term and long-term rates change by the same degree may also misstate historic rate patterns, which rarely show parallel yield curve shifts. Further, the model assumes that certain assets and liabilities of similar maturity or period to repricing will react in the same way to changes in rates. In reality, certain types of financial instruments may react in advance of changes in market rates, while the reaction of other types of financial instruments may lag behind the change in general market rates. Additionally, the methodology noted above does not reflect the full impact of annual and lifetime restrictions on changes in rates for certain assets, such as adjustable rate loans. When interest rates change, actual loan prepayments and actual early withdrawals from certificates may deviate significantly from the assumptions used in the model. Finally, this methodology does not measure or reflect the impact that higher rates may have on adjustable-rate loan borrowers' ability to service their debt. All of these factors are considered in monitoring the Company's exposure to interest rate risk.

**ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a financial institution, the Company's primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on most of the Company's assets and liabilities and the market value of all interest-earning assets, other than those which have a short term to maturity. Based upon the nature of the Company's operations, the Company is not subject to foreign exchange or commodity price risk. The Company has no market risk sensitive instruments held for trading purposes. As of December 31, 2016, the Company did not use interest rate derivatives to hedge its interest rate risk.

The information concerning quantitative and qualitative disclosure or market risk called for by Item 305 of Regulation S-K is included as part of Item 7 of this report.

**ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements and report of the Independent Registered Public Accounting Firm are set forth on pages 90 through 140.

**ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

None.

## ITEM 9A CONTROLS AND PROCEDURES

### Disclosure Control and Procedures

The Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2016. As defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), disclosure controls and procedures are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported on a timely basis. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls were effective as of December 31, 2016, the period covered by this report.

### Management's Annual Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Rule 13a-15(f) under the Exchange Act, internal control over financial reporting is a process designed by, or under the supervision of, a company's principal executive and principal financial officers and effected by a company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. It includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of a company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of a company are being made only in accordance with authorizations of management and the board of directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a company's assets that could have a material effect on its financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management has used the criteria established in the 2013 *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to evaluate the effectiveness of the Company's internal control over financial reporting. Management has selected the COSO framework for its evaluation as it is a control framework recognized by the SEC and the Public Company Accounting Oversight Board, that is free from bias, permits reasonably consistent qualitative and quantitative measurement of the Company's internal controls, is sufficiently complete so that relevant controls are not omitted and is relevant to an evaluation of internal controls over financial reporting.

Based on our assessment, management has concluded that our internal control over financial reporting, based on criteria established in the 2013 *Internal Control — Integrated Framework* issued by COSO was effective as of December 31, 2016.

The independent registered public accounting firm of Crowe Horwath LLP, as auditors of our consolidated financial statements, has issued an attestation report on the effectiveness of management's internal control over financial reporting based on criteria established in the 2013 "*Internal Control — Integrated Framework*," issued by COSO.

## **Inherent Limitations on Effectiveness of Controls**

The Company's management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

## **Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting that occurred during the year ended December 31, 2016 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

## **ITEM 9B OTHER INFORMATION**

None.

## **PART III**

## **ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information required by this item will be contained in our Definitive Proxy Statement for our 2017 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2016. Such information is incorporated herein by reference.

We have adopted a code of ethics that applies to our Chief Executive Officer, Chief Financial Officer, and to our other principal financial officers. The code of ethics is available at the Governance Documents section of our website at [www.heritagecommercecorp.com](http://www.heritagecommercecorp.com). We intend to disclose future amendments to, or waivers from, certain provisions of our code of ethics on the above website within four business days following the date of such amendment or waiver.

## **ITEM 11 EXECUTIVE COMPENSATION**

Information required by this item will be contained in our Definitive Proxy Statement for our 2017 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2016. Such information is incorporated herein by reference.

## **ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information required by this item will be contained in our Definitive Proxy Statement for our 2017 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2016. Such information is incorporated herein by reference.

**ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

Information required by this item will be contained in our Definitive Proxy Statement for our 2017 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2016. Such information is incorporated herein by reference.

**ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information required by this item will be contained in our Definitive Proxy Statement for our 2017 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2016. Such information is incorporated herein by reference.

**PART IV**

**ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(a)(1) FINANCIAL STATEMENTS**

The Financial Statements of the Company and the Report of Independent Registered Public Accounting Firm are set forth on pages 90 through 140.

**(a)(2) FINANCIAL STATEMENT SCHEDULES**

All schedules to the Financial Statements are omitted because of the absence of the conditions under which they are required or because the required information is included in the Financial Statements or accompanying notes.

**(a)(3) EXHIBITS**

The exhibit list required by this Item is incorporated by reference to the Exhibit Index included in this report.



**HERITAGE COMMERCE CORP**  
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**DECEMBER 31, 2016**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors  
Heritage Commerce Corp  
San Jose, California

We have audited the accompanying consolidated balance sheets of Heritage Commerce Corp (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, changes in shareholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2016. We also have audited Heritage Commerce Corp’s internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Heritage Commerce Corp’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Heritage Commerce Corp as of December 31, 2016 and 2015, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, Heritage Commerce Corp maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Crowe Horwath LLP

Sacramento, California  
March 3, 2017

**HERITAGE COMMERCE CORP**  
**CONSOLIDATED BALANCE SHEETS**

	<u>December 31,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
<b>(Dollars in thousands)</b>		
<b>Assets</b>		
Cash and due from banks .....	\$ 27,993	\$ 24,112
Other investments and interest-bearing deposits in other financial institutions .....	238,110	319,980
Total cash and cash equivalents .....	266,103	344,092
Securities available-for-sale, at fair value .....	306,589	385,079
Securities held-to-maturity, at amortized cost (fair value of \$318,748 at December 31, 2016 and \$109,821 at December 31, 2015) .....	324,010	109,311
Loans held-for-sale - SBA, at lower of cost or fair value, including deferred costs. ....	5,705	7,297
Loans, net of deferred fees .....	1,502,607	1,358,716
Allowance for loan losses .....	(19,089)	(18,926)
Loans, net. ....	1,483,518	1,339,790
Federal Home Loan Bank and Federal Reserve Bank stock and other investments, at cost .....	15,196	12,694
Company-owned life insurance .....	59,148	60,021
Premises and equipment, net .....	7,490	7,773
Goodwill .....	45,664	45,664
Other intangible assets .....	6,950	8,518
Accrued interest receivable and other assets .....	50,507	41,340
Total assets. ....	<u>\$ 2,570,880</u>	<u>\$ 2,361,579</u>
<b>Liabilities and Shareholders' Equity</b>		
Liabilities:		
Deposits:		
Demand, noninterest-bearing .....	\$ 917,187	\$ 821,405
Demand, interest-bearing .....	541,282	496,278
Savings and money market .....	572,743	496,843
Time deposits-under \$250 .....	57,857	62,026
Time deposits-\$250 and over .....	163,670	160,815
Time deposits-brokered .....	—	17,825
CDARS - interest-bearing demand, money market and time deposits .....	9,401	7,583
Total deposits .....	2,262,140	2,062,775
Short-term borrowings .....	—	3,000
Accrued interest payable and other liabilities .....	48,890	50,368
Total liabilities. ....	2,311,030	2,116,143
Commitments and contingencies (Notes 7 and 16)		
Shareholders' equity:		
Preferred stock, no par value; 10,000,000 shares authorized		
Series C convertible perpetual preferred stock, 21,004 shares issued and outstanding at December 31, 2015 (liquidation preference of \$21,004 at December 31, 2015) .....	—	19,519
Common stock, no par value; 60,000,000 shares authorized; 37,941,007 shares issued and outstanding at December 31, 2016 and 32,113,479 shares issued and outstanding at December 31, 2015 .....	215,237	193,364
Retained earnings .....	52,527	38,773
Accumulated other comprehensive loss .....	(7,914)	(6,220)
Total shareholders' equity .....	259,850	245,436
Total liabilities and shareholders' equity. ....	<u>\$ 2,570,880</u>	<u>\$ 2,361,579</u>

See notes to consolidated financial statements



**HERITAGE COMMERCE CORP**  
**CONSOLIDATED STATEMENTS OF INCOME**

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands, except per share data)		
Interest income:			
Loans, including fees . . . . .	\$ 79,284	\$ 68,259	\$ 49,207
Securities, taxable . . . . .	10,432	6,707	7,117
Securities, exempt from Federal tax . . . . .	2,290	2,183	2,025
Other investments and interest-bearing deposits in other financial institutions . . . . .	2,425	1,594	907
Total interest income . . . . .	<u>94,431</u>	<u>78,743</u>	<u>59,256</u>
Interest expense:			
Deposits . . . . .	3,199	2,403	2,032
Short-term borrowings . . . . .	12	19	121
Total interest expense . . . . .	<u>3,211</u>	<u>2,422</u>	<u>2,153</u>
Net interest income before provision for loan losses . . . . .	91,220	76,321	57,103
Provision (credit) for loan losses . . . . .	1,237	32	(338)
Net interest income after provision for loan losses . . . . .	<u>89,983</u>	<u>76,289</u>	<u>57,441</u>
Noninterest income:			
Service charges and fees on deposit accounts . . . . .	3,116	2,803	2,519
Increase in cash surrender value of life insurance . . . . .	1,747	1,697	1,600
Servicing income . . . . .	1,398	1,143	1,296
Gain on proceeds from company-owned life insurance . . . . .	1,119	—	—
Gain on sales of securities . . . . .	1,099	642	97
Gain on sales of SBA loans . . . . .	796	843	971
Other . . . . .	2,350	1,857	1,263
Total noninterest income . . . . .	<u>11,625</u>	<u>8,985</u>	<u>7,746</u>
Noninterest expense:			
Salaries and employee benefits . . . . .	34,660	35,146	26,250
Occupancy and equipment . . . . .	4,378	4,300	4,053
Professional fees . . . . .	3,471	1,828	1,891
Other . . . . .	15,130	17,399	12,028
Total noninterest expense . . . . .	<u>57,639</u>	<u>58,673</u>	<u>44,222</u>
Income before income taxes . . . . .	43,969	26,601	20,965
Income tax expense . . . . .	16,588	10,104	7,538
Net income . . . . .	27,381	16,497	13,427
Dividends on preferred stock . . . . .	(1,512)	(1,792)	(1,008)
Net income available to common shareholders . . . . .	25,869	14,705	12,419
Undistributed earnings allocated to Series C preferred stock . . . . .	(1,278)	(912)	(1,342)
Distributed and undistributed earnings allocated to common shareholders . . . . .	<u>\$ 24,591</u>	<u>\$ 13,793</u>	<u>\$ 11,077</u>
Earnings per common share:			
Basic . . . . .	\$ 0.72	\$ 0.48	\$ 0.42
Diluted . . . . .	\$ 0.72	\$ 0.48	\$ 0.42

See notes to consolidated financial statements

**HERITAGE COMMERCE CORP**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands)		
Net income . . . . .	\$ 27,381	\$ 16,497	\$ 13,427
Other comprehensive income (loss):			
Change in net unrealized holding gains (losses) on available-for-sale securities and I/O strips . . . . .	(1,711)	(3,809)	7,164
Deferred income taxes . . . . .	719	1,605	(3,012)
Change in net unamortized unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity . . . . .	(116)	(55)	(54)
Deferred income taxes . . . . .	49	23	23
Reclassification adjustment for gains realized in income . . . . .	(1,099)	(642)	(97)
Deferred income taxes . . . . .	461	270	41
Change in unrealized gains (losses) on securities and I/O strips, net of deferred income taxes . . . . .	(1,697)	(2,608)	4,065
Change in net pension and other benefit plan liability adjustment . . . . .	6	(3,036)	(3,253)
Deferred income taxes . . . . .	(3)	1,275	1,366
Change in pension and other benefit plan liability, net of deferred income taxes . . . . .	3	(1,761)	(1,887)
Other comprehensive income (loss) . . . . .	(1,694)	(4,369)	2,178
Total comprehensive income . . . . .	\$ 25,687	\$ 12,128	\$ 15,605

See notes to consolidated financial statements

**HERITAGE COMMERCE CORP**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

Year Ended December 31, 2016, 2015, and 2014

	Preferred Stock		Common Stock		Retained Earnings	Accumulated Other Comprehensive Income / (Loss)	Total Shareholders' Equity
	Shares	Amount	Shares	Amount			
	(Dollars in thousands)						
<b>Balance, January 1, 2014</b> . . . . .	21,004	\$ 19,519	26,350,938	\$ 132,561	\$ 25,345	\$ (4,029)	\$ 173,396
Net income . . . . .	—	—	—	—	13,427	—	13,427
Other comprehensive income . . . . .	—	—	—	—	—	2,178	2,178
Issuance of restricted stock awards, net . . . . .	—	—	90,000	—	—	—	—
Amortization of restricted stock awards, net of forfeitures and taxes . . . . .	—	—	—	(9)	—	—	(9)
Cash dividend declared \$0.18 per share . . . . .	—	—	—	—	(5,758)	—	(5,758)
Stock option expense, net of forfeitures and taxes . . . . .	—	—	—	862	—	—	862
Stock options exercised . . . . .	—	—	62,567	262	—	—	262
<b>Balance, December 31, 2014</b> . . . . .	<u>21,004</u>	<u>19,519</u>	<u>26,503,505</u>	<u>133,676</u>	<u>33,014</u>	<u>(1,851)</u>	<u>184,358</u>
Net income . . . . .	—	—	—	—	16,497	—	16,497
Other comprehensive loss . . . . .	—	—	—	—	—	(4,369)	(4,369)
Issuance of 5,456,713 common shares to acquire Focus Business Bank, net of offering costs of \$144 . . . . .	—	—	5,456,713	58,134	—	—	58,134
Issuance of restricted stock awards, net . . . . .	—	—	98,855	—	—	—	—
Amortization of restricted stock awards, net of forfeitures and taxes . . . . .	—	—	—	265	—	—	265
Cash dividend declared \$0.32 per share . . . . .	—	—	—	—	(10,738)	—	(10,738)
Stock option expense, net of forfeitures and taxes . . . . .	—	—	—	974	—	—	974
Stock options exercised . . . . .	—	—	54,406	315	—	—	315
<b>Balance, December 31, 2015</b> . . . . .	<u>21,004</u>	<u>19,519</u>	<u>32,113,479</u>	<u>193,364</u>	<u>38,773</u>	<u>(6,220)</u>	<u>245,436</u>
Net income . . . . .	—	—	—	—	27,381	—	27,381
Other comprehensive loss . . . . .	—	—	—	—	—	(1,694)	(1,694)
Preferred stock exchanged for common stock . . . . .	(21,004)	(19,519)	5,601,000	19,519	—	—	—
Issuance of restricted stock awards, net . . . . .	—	—	79,112	—	—	—	—
Amortization of restricted stock awards, net of forfeitures and taxes . . . . .	—	—	—	479	—	—	479
Cash dividend declared \$0.36 per share . . . . .	—	—	—	—	(13,627)	—	(13,627)
Stock option expense, net of forfeitures and taxes . . . . .	—	—	—	937	—	—	937
Stock options exercised . . . . .	—	—	147,416	938	—	—	938
<b>Balance, December 31, 2016</b> . . . . .	<u>—</u>	<u>\$ —</u>	<u>37,941,007</u>	<u>\$ 215,237</u>	<u>\$ 52,527</u>	<u>\$ (7,914)</u>	<u>\$ 259,850</u>

See notes to consolidated financial statements

**HERITAGE COMMERCE CORP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(Dollars in thousands)</b>		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 27,381	\$ 16,497	\$ 13,427
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of discounts and premiums on securities	4,265	1,384	1,163
Gain on sale of securities available-for-sale	(1,099)	(642)	(97)
Gain on sale of SBA loans	(796)	(843)	(971)
Proceeds from sale of SBA loans originated for sale	11,371	11,497	15,858
Net change in SBA loans originated for sale	(14,434)	(14,906)	(12,911)
Provision (credit) for loan losses	1,237	32	(338)
Increase in cash surrender value of life insurance	(1,747)	(1,697)	(1,600)
Gain on proceeds from company owned life insurance	(1,119)	—	(51)
Depreciation and amortization	763	685	725
Amortization of other intangible assets	1,568	1,043	510
Gains on sale of foreclosed assets, net	—	(106)	—
Stock option expense, net	937	974	862
Amortization of restricted stock awards, net	479	265	(9)
Effect of changes in:			
Accrued interest receivable and other assets	(1,238)	16,274	(2,428)
Accrued interest payable and other liabilities	(1,669)	(1,963)	5,244
Net cash provided by operating activities	<u>25,899</u>	<u>28,494</u>	<u>19,384</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of securities available-for-sale	(75,803)	(232,644)	(53,292)
Purchase of securities held-to-maturity	(239,441)	(9,482)	(4,595)
Maturities/paydowns/calls of securities available-for-sale	67,562	31,195	24,917
Maturities/paydowns/calls of securities held-to-maturity	23,415	3,931	3,899
Proceeds from sales of securities available-for-sale	75,689	71,832	108,603
Net change in loans	(139,792)	(97,898)	(131,648)
Changes in Federal Home Loan Bank stock and other investments	(2,502)	(1,788)	(163)
Purchase of premises and equipment	(480)	(1,007)	(817)
Proceeds from sale of foreclosed assets	49	1,571	—
Proceeds from company owned life insurance	3,739	—	406
Cash paid in bank acquisition, net of cash received	—	165,786	(21,918)
Net cash used in investing activities	<u>(287,564)</u>	<u>(68,504)</u>	<u>(74,608)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net change in deposits	199,365	269,266	102,165
Exercise of stock options	938	315	262
Offering costs	—	(144)	—
Short-term borrowings	(3,000)	3,000	—
Repayment of short-term borrowings	—	—	(31,647)
Payment of cash dividends	(13,627)	(10,738)	(5,758)
Net cash provided by financing activities	<u>183,676</u>	<u>261,699</u>	<u>65,022</u>
Net (decrease) increase in cash and cash equivalents	<u>(77,989)</u>	<u>221,689</u>	<u>9,798</u>
Cash and cash equivalents, beginning of year	<u>344,092</u>	<u>122,403</u>	<u>112,605</u>
Cash and cash equivalents, end of year	<u>\$ 266,103</u>	<u>\$ 344,092</u>	<u>\$ 122,403</u>
<b>Supplemental disclosures of cash flow information:</b>			
Interest paid	\$ 3,214	\$ 2,427	\$ 2,166
Income taxes paid	16,530	6,904	4,280
<b>Supplemental schedule of non-cash investing activity:</b>			
Due from broker for securities sales	\$ 6,693	\$ —	\$ —
Transfer of loans held-for-sale to loan portfolio	5,451	2,543	—
Loans transferred to foreclosed assets	278	1,236	229
<b>Summary of assets acquired and liabilities assumed through acquisition:</b>			
Cash and cash equivalents, net of cash paid for acquisition	—	165,786	—
Securities available-for-sale	—	53,940	—
Securities held-to-maturity	—	8,665	—
Loans held-for-sale - SBA	—	4,416	—
Net loans	—	170,353	42,300
Company owned life insurance	—	7,067	—
Premises and equipment	—	—	119
Goodwill and other intangible assets	—	38,905	15,303
Other assets, net	—	20,250	738
Deposits	—	(405,123)	—
Borrowings	—	—	(31,647)
Other liabilities	—	(5,981)	(4,895)
Common stock issued to acquire Focus Business Bank	—	58,278	—

See notes to consolidated financial statements

# HERITAGE COMMERCE CORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1) Summary of Significant Accounting Policies

#### *Description of Business and Basis of Presentation*

Heritage Commerce Corp (“HCC”) operates as a registered bank holding company for its wholly-owned subsidiary Heritage Bank of Commerce (“HBC” or the “Bank”), collectively referred to as the “Company”. HBC was incorporated on November 23, 1993 and commenced operations on June 8, 1994. HBC is a California state chartered bank which offers a full range of commercial and personal banking services to residents and the business/professional community in Santa Clara, Alameda, and Contra Costa counties, California.

The Company acquired BVF/CSNK Acquisition Corp., a Delaware corporation (“BVF/CSNK”) on November 1, 2014, the parent company of CSNK Working Capital Finance Corp. dba Bay View Funding (“Bay View Funding”). BVF/CSNK was subsequently merged into Bay View Funding and Bay View Funding became a wholly owned subsidiary of HBC.

The Company acquired Focus Business Bank (“Focus”) on August 20, 2015. Focus was merged with HBC, with HBC as the surviving bank. Focus’s results of operations have been included in the Company’s results of operations beginning August 21, 2015.

The consolidated financial statements are prepared in accordance with accounting policies generally accepted in the United States of America and general practices in the banking industry. The financial statements include the accounts of the Company. All inter-company accounts and transactions have been eliminated in consolidation.

#### *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### *Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand, amounts due from banks, amounts held at the Federal Reserve Bank, and Federal funds sold. The Company is required to maintain reserves against certain of the deposit accounts with the Federal Reserve Bank. Federal funds are generally sold and purchased for one-day periods.

#### *Cash Flows*

Net cash flows are reported for customer loan and deposit transactions, notes payable, repurchase agreements and other short-term borrowings.

#### *Securities*

The Company classifies its securities as either available-for-sale or held-to-maturity at the time of purchase. Debt securities are classified as held-to-maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Debt securities not classified as held-to-maturity are classified as available-for-sale. Securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of taxes.

A decline in the fair value of any available-for-sale or held-to-maturity security below amortized cost that is deemed other than temporary results in a charge to earnings and the corresponding establishment of a new cost basis for the security. In estimating other-than-temporary losses, management considers (1) the length of time and extent that fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the fair value

decline was affected by macroeconomic conditions, and (4) whether the Company has the intention to sell the security or more likely than not will be required to sell the security before any anticipated recovery in fair value.

Interest income includes amortization of purchase premiums or discounts. Premiums and discounts are amortized, or accreted, over the life of the related security as an adjustment to income using a method that approximates the interest method. Realized gains and losses are recorded on the trade date and determined using the specific identification method for the cost of securities sold.

### ***Loan Sales and Servicing***

The Company holds for sale the conditionally guaranteed portion of certain loans guaranteed by the Small Business Administration or the U.S. Department of Agriculture (collectively referred to as “SBA loans”). These loans are carried at the lower of aggregate cost or fair value. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings.

Gains or losses on SBA loans held-for-sale are recognized upon completion of the sale, based on the difference between the selling price and the carrying value of the related loan sold.

SBA loans are sold with servicing retained. Servicing assets recognized separately upon the sale of SBA loans consist of servicing rights and, for loans sold prior to 2009, interest-only strip receivables (“I/O strips”). The Company accounts for the sale and servicing of SBA loans based on the financial and servicing assets it controls and liabilities it has incurred, reversing recognition of financial assets when control has been surrendered, and reversing recognition of liabilities when extinguished. Servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sale of loans. Servicing rights are amortized in proportion to and over the period of net servicing income and are assessed for impairment on an ongoing basis. Impairment is determined by stratifying the servicing rights based on interest rates and terms. Any servicing assets in excess of the contractually specified servicing fees are reclassified at fair value as an I/O strip receivable and treated like an available for sale security. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. Impairment is recognized through a valuation allowance. The servicing rights, net of any required valuation allowance, and I/O strip receivable are included in other assets on the consolidated balance sheets.

Servicing income, net of amortization of servicing rights, is recognized as noninterest income. The initial fair value of I/O strip receivables is amortized against interest income on loans.

### ***Loans***

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the principal amount outstanding, net of deferred loan origination fees and costs on originated loans, or unamortized premiums or discounts on purchased or acquired loans, and an allowance for loan losses. The majority of the Company’s loans have variable interest rates. Interest on loans is accrued on the unpaid principal balance and is credited to income using the effective yield interest method. Interest on purchased or acquired loans and the accretion (amortization) of the related purchase discount (premium) is also credited to income using the effective yield interest method.

A loan portfolio segment is defined as the level at which the Company uses a systematic methodology to determine the allowance for loan losses. A loan portfolio class is defined as a group of loans having similar risk characteristics and methods for monitoring and assessing risk.

For all loan classes, when a loan is classified as nonaccrual, the accrual of interest is discontinued, any accrued and unpaid interest is reversed, and the amortization of deferred loan fees and costs is discontinued. For all loan classes, loans are classified as nonaccrual when the payment of principal or interest is 90 days past due, unless the loan is well secured and in the process of collection. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. In certain circumstances, loans that are under 90 days past due may also be classified as nonaccrual. Any interest or principal payments received on nonaccrual loans are applied toward reduction of principal. Nonaccrual loans generally are not returned to performing status until the obligation is brought current, the loan has performed in accordance with the contract

terms for a reasonable period of time, and the ultimate collectability of the contractual principal and interest is no longer in doubt.

Non-refundable loan fees and direct origination costs are deferred and recognized over the expected lives of the related loans using the effective yield interest method.

### *Acquired Loans*

Loans acquired through purchase or through a business combination are recorded at their fair value at the acquisition date. Credit discounts or premiums are included in the determination of fair value; therefore, an allowance for loan losses is not recorded at the acquisition date. Should the Company's allowance for loan losses methodology indicate that the credit discount associated with acquired, non-purchased credit impaired loans, is no longer sufficient to cover probable losses inherent in those loans, the Company will establish an allowance for those loans through a charge to provision for loan losses. Acquired loans are evaluated upon acquisition for evidence of deterioration in credit quality since origination such that it is probable at acquisition that the Company will be unable to collect all contractually required payments. Such loans are classified as purchased credit impaired loans ("PCI loans"), while all other acquired loans are classified as non-PCI loans.

The Company has elected to account for PCI loans on an individual loan level. The Company estimates the amount and timing of expected cash flows for each loan. The expected cash flow in excess of the loan's carrying value, which is fair value on the date of acquisition, is referred to as the accretable yield, and is recorded as interest income over the remaining expected life of the loan. The excess of the loan's contractual principal and interest over expected cash flows is referred to as the non-accretable difference, and is not recorded in the Company's Consolidated Financial Statements.

Quarterly, management performs an evaluation of expected future cash flows for PCI loans. If current expectations of future cash flows are less than management's previous expectations, other than due to decreases in interest rates and prepayment assumptions, an allowance for loan losses is recorded with a charge to current period earnings through provision for loan losses. If there has been a probable and significant increase in expected future cash flows over that which was previously expected, the Company would first reduce any previously established allowance for loan and lease losses, and then record an adjustment to interest income through a prospective increase in the accretable yield.

### *Allowance for Loan Losses*

The allowance for loan losses is an estimate of probable incurred losses in the loan portfolio. Loans are charged-off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance for loan losses. Management's methodology for estimating the allowance balance consists of several key elements, which include specific allowances on individual impaired loans and the formula driven allowances on pools of loans with similar risk characteristics. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

Specific allowances are established for impaired loans. Management considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement, including scheduled interest payments. Loans for which the terms have been modified with a concession granted, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired. When a loan is considered to be impaired, the amount of impairment is measured based on the fair value of the collateral, less costs to sell, if the loan is collateral dependent, or on the present value of expected future cash flows or values that are observable in the secondary market if the loan is not collateral dependent. The amount of any impairment will be charged off against the allowance for loan losses if the amount is a confirmed loss or, alternatively, a specific allocation within the allowance will be established. Loans that are considered impaired are specifically excluded from the formula portion of the allowance for loan losses analysis.

The formula driven allowance on pools of loans covers all loans that are not impaired and is based on historical losses of each loan segment adjusted for current factors. In calculating the historical component of our allowance, we aggregate our loans into one of three loan segments: Commercial, Real Estate and Consumer. Each segment of loans in the portfolio possess varying degrees of risk, based on, among other things, the type of loan being made, the purpose of the loan, the type of collateral securing the loan, and the sensitivity the borrower has to changes in certain external factors

such as economic conditions. The following provides a summary of the risks associated with various segments of the Company's loan portfolio, which are factors management regularly considers when evaluating the adequacy of the allowance:

- Commercial loans consist primarily of commercial and industrial ("C&I") loans (business lines of credit), and other commercial purpose loans. Repayment of commercial and industrial loans is generally provided from the cash flows of the related business to which the loan was made. Adverse changes in economic conditions may result in a decline in business activity, which may impact a borrower's ability to continue to make scheduled payments. The factored receivables at Bay View Funding are included in the Company's commercial loan portfolio; however, they are evaluated for risk primarily based on the agings of the receivables. Faster turning receivables imply less risk and therefore warrant a lower associated allowance. Should the overall aging for the portfolio increase, this structure will by formula increase the allowance to reflect the increasing risk. Should the portfolio turn more quickly, it would reduce the associated allowance to reflect the reducing risk.
- Real estate loans consist primarily of loans secured by commercial real estate ("CRE") and residential real estate. Also included in this segment are land and construction loans and home equity lines of credit secured by real estate. As the majority of this segment is comprised of commercial real estate loans, risks associated with this segment lay primarily within these loan types. Adverse economic conditions may result in a decline in business activity and increased vacancy rates for commercial properties. These factors, in conjunction with a decline in real estate prices, may expose the Company to the potential for losses if a borrower cannot continue to service the loan with operating revenues, and the value of the property has declined to a level such that it no longer fully covers the Company's recorded investment in the loan.
- Consumer loans consist primarily of a large number of small loans and lines of credit. The majority of installment loans are made for consumer and business purchases. Weakened economic conditions may result in an increased level of delinquencies within this segment, as economic pressures may impact the capacity of such borrowers to repay their obligations.

As a result of the matters mentioned above, changes in the financial condition of individual borrowers, economic conditions, historical loss experience and the condition of the various markets in which collateral may be sold may all affect the required level of the allowance for loan losses and the associated provision for loan losses.

The estimated loss factors for pools of loans that are not impaired are based on determining the probability of default and loss given default for loans within each segment of the portfolio, adjusted for significant factors that, in management's judgment, affect collectibility as of the evaluation date. The Company's historical delinquency experience and loss experience are utilized to determine the probability of default and loss given default for segments of the portfolio where the Company has experienced losses in the past. For segments of the portfolio where the Company has no significant prior loss experience, the Company uses quantifiable observable industry data to determine the probability of default and loss given default. Risk factors impacting loans in each of the portfolio segments include broad deterioration of property values, reduced consumer and business spending as a result of continued high unemployment and reduced credit availability and lack of confidence in a sustainable recovery. The historical loss experience is adjusted for management's estimate of the impact of other factors based on the risks present for each portfolio segment. These other factors include consideration of the following: the overall level of concentrations and trends of classified loans; loan concentrations within a portfolio segment or division of a portfolio segment; identification of certain loan types with higher risk than other loans; existing internal risk factors; and management's evaluation of the impact of local and national economic conditions on each of our loan types.

#### ***Loan Commitments and Related Financial Instruments***

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.



### ***Federal Home Loan Bank and Federal Reserve Bank Stock***

As a member of the Federal Home Loan Bank (“FHLB”) system, the Bank is required to own common stock in the FHLB based on the Bank’s level of borrowings and outstanding FHLB advances. FHLB stock is carried at cost and classified as a restricted security. Both cash and stock dividends are reported as income.

As a member of the Federal Reserve Bank (“FRB”) of San Francisco, the Bank is required to own stock in the FRB of San Francisco based on a specified ratio relative to our capital. FRB stock is carried at cost and may be sold back to the FRB at its carrying value. Cash dividends received are reported as income.

### ***Company-Owned Life Insurance and Split-Dollar Life Insurance Benefit Plan***

The Company has purchased life insurance policies on certain directors and officers. Company-owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement. The purchased insurance is subject to split-dollar insurance agreements with the insured participants, which continues after the participant’s employment and retirement.

Accounting guidance requires that a liability be recorded primarily over the participant’s service period when a split-dollar life insurance agreement continues after a participant’s employment or retirement. The required accrued liability is based on either the post-employment benefit cost for the continuing life insurance or the future death benefit depending on the contractual terms of the underlying agreement.

### ***Premises and Equipment***

Land is carried at cost. Premises and equipment are stated at cost. Depreciation and amortization are computed on the straight-line basis over the lesser of the respective lease terms or estimated useful lives. The Company owns one building which is being depreciated over 40 years. Furniture, equipment, and leasehold improvements are depreciated over estimated useful lives generally ranging from five to fifteen years. The Company evaluates the recoverability of long-lived assets on an ongoing basis.

### ***Business Combinations***

The Company accounts for acquisitions of businesses using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their estimated fair values at the date of acquisition. Management utilizes various valuation techniques including discounted cash flow analyses to determine these fair values. Any excess of the purchase price over amounts allocated to the acquired assets, including identifiable intangible assets, and liabilities assumed is recorded as goodwill.

### ***Goodwill and Other Intangible Assets***

Goodwill resulted from the acquisition of Bay View Funding on November 1, 2014 and Focus on August 20, 2015. Goodwill represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment and any such impairment is recognized in the period identified.

Other intangible assets consist of core deposit intangible assets arising from the Diablo Valley Bank acquisition in June 2007, a core deposit intangible asset from the Focus acquisition in August 2015, and a below market value lease, customer relationship and non-compete agreement intangible assets arising from the Bay View Funding acquisition in November 2014. They are initially measured at fair value and then are amortized over their estimated useful lives. The core deposits intangible assets from the acquisitions of Diablo Valley Bank and Focus are being amortized on an accelerated method over ten years. The below market value lease, customer relationship and non-compete agreement intangible assets from the acquisition of Bay View Funding are being amortized on the straight-line method over three, ten, and three years, respectively.

### ***Foreclosed Assets***

Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through operations. Operating costs after acquisition are expensed. Gains and losses on disposition are included in noninterest expense.

The carrying value of foreclosed assets was \$229,000 and \$364,000 at December 31, 2016 and 2015, respectively, and is included in other assets on the consolidated balance sheets.

### ***Retirement Plans***

Expenses for the Company's non-qualified, unfunded defined benefits plan consists of service and interest cost and amortization of gains and losses not immediately recognized. Employee 401(k) and profit sharing plan expense is the amount of matching contributions. Deferred compensation and supplemental retirement plan expense allocates the benefits over years of service.

### ***Loss Contingencies***

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. The Company's accounting policy for legal costs related to loss contingencies is to accrue for the probable fees that can be reasonably estimated. The Company's accounting policy for uncertain recoveries is to recognize the anticipated recovery when realization is deemed probable.

### ***Income Taxes***

The Company files consolidated Federal and combined state income tax returns. Income tax expense is the total of the current year income tax payable or refunded, the change in deferred tax assets and liabilities, and low income housing investment losses, net of tax benefits received. Some items of income and expense are recognized in different years for tax purposes when applying generally accepted accounting principles, leading to timing differences between the Company's actual tax liability and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Realization of the Company's deferred tax assets is primarily dependent upon the Company generating sufficient taxable income to obtain benefit from the reversal of net deductible temporary differences and utilization of tax credit carryforwards for Federal and California state income tax purposes. The amount of deferred tax assets considered realizable is subject to adjustment in future periods based on estimates of future taxable income. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions.

The Company had net deferred tax assets of \$25,058,000 and \$22,218,000 at December 31, 2016, and December 31, 2015, respectively. After consideration of the matters in the preceding paragraph, the Company determined that it is more likely than not that the net deferred tax asset at December 31, 2016 and 2015 will be fully realized in future years.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Company recognizes interest and penalties related to uncertain tax positions as income tax expense.

### ***Stock-Based Compensation***

Compensation cost is recognized for stock options and restricted stock awards issued to employees, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company's common stock at the date of grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award. Compensation cost recognized reflects estimated forfeitures, adjusted as necessary for actual forfeitures.

### ***Comprehensive Income (Loss)***

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) refers to gains and losses that are included in comprehensive income (loss) but are excluded from net income (loss) because they have been recorded directly in equity under the provisions of certain accounting guidance. The Company's sources of other comprehensive income (loss) are unrealized gains and losses on securities available-for-sale, and I/O strips, which are treated like available-for-sale securities, and the liabilities related to the Company's defined benefit pension plan and the split-dollar life insurance benefit plan. Reclassification adjustments result from gains or losses on securities that were realized and included in net income (loss) of the current period that also had been included in other comprehensive income as unrealized holding gains and losses.

### ***Segment Reporting***

HBC is a commercial bank serving customers located in Santa Clara, Alameda, Contra Costa, and San Benito counties of California. Bay View Funding provides business essential working capital factoring financing to various industries throughout the United States. No customer accounts for more than 10 percent of revenue for HBC or the Company. With the acquisition of Bay View Funding, the Company now has two reportable segments consisting of Banking and Factoring.

### ***Reclassifications***

Certain items in the consolidated financial statements for the years ended December 31, 2015 and 2014 were reclassified to conform to the 2016 presentation. These reclassifications did not affect previously reported net income or shareholders equity.

### ***Newly Issued, but not yet Effective Accounting Standards***

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*, which was an update to the guidance for accounting for revenue from contracts with customers. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (for example, insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides steps to follow to achieve the core principle. An entity should disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Qualitative and quantitative information is required about contracts with customers, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. We are currently evaluating the impact of adopting the new guidance on the consolidated financial statements. Our preliminary finding is that the new pronouncement will not have a significant impact on the consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments - Recognition and Measurement of Financial Assets and Liabilities*. The new guidance is intended to improve the recognition and measurement of financial instruments by requiring: equity investments (other than equity method or consolidation) to be measured at fair value with changes in fair value recognized in net income; public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; separate presentation of financial assets and

financial liabilities by measurement category and form of financial assets (i.e. securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; eliminating the requirement to disclose the fair value of financial instruments measured at amortized cost for organizations that are not public business entities; eliminating the requirement for non-public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is to be required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and requiring a reporting organization to present separately in other comprehensive income the portion of the total change in fair value of a liability resulting from the change in the instrument-specific credit risk (also referred to as “own credit”) when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The new guidance is effective for public business entities for fiscal years beginning after December 15, 2017. We are currently evaluating the impact of adopting the new guidance on the consolidated financial statements. Our preliminary finding is that the new pronouncement will not have a significant impact on our Statement of Operations. The pronouncement will require some revision to our disclosures within the consolidated financial statements and we are currently evaluating the impact.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*. The standard requires a lessee to recognize assets and liabilities on the balance sheet for leases with lease terms greater than 12 months. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. When measuring assets and liabilities arising from a lease, a lessee (and a lessor) should include payments to be made in optional periods only if the lessee is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease. Similarly, optional payments to purchase the underlying asset should be included in the measurement of lease assets and lease liabilities only if the lessee is reasonably certain to exercise that purchase option. *Reasonably certain* is a high threshold that is consistent with and intended to be applied in the same way as the *reasonably assured* threshold in the previous leases guidance. In addition, also consistent with the previous leases guidance, a lessee (and a lessor) should exclude most variable lease payments in measuring lease assets and lease liabilities, other than those that depend on an index or a rate or are in substance fixed payments. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the lease term. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. We are currently evaluating the impact of adopting the new guidance on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation—Stock Compensation: Improvements to Employee Share-Based Payment Accounting*. The standard is intended to simplify several areas of accounting for share-based compensation arrangements, including the income tax impact, classification on the statement of cash flows and forfeitures. All excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) should be recognized as income tax expense or benefit in the income statement. The tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur. An entity also should recognize excess tax benefits regardless of whether the benefit reduces taxes payable in the current period. Excess tax benefits should be classified along with other income tax cash flows as an operating activity. An entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest (current GAAP) or account for forfeitures when they occur. The threshold to qualify for equity classification permits withholding up to the maximum statutory tax rates in the applicable jurisdictions. Cash paid by an employer when directly withholding shares for tax withholding purposes should be classified as a financing activity. A nonpublic entity can make an accounting policy election to apply a practical expedient to estimate the expected term for all awards with performance or service conditions that meet certain conditions. A nonpublic entity can make a one-time accounting policy election to switch from measuring all liability-classified awards at fair value to intrinsic value. The new guidance became effective on January 1, 2017. Our current evaluation is that the new pronouncement will create some volatility that could either increase or decrease the effective tax rate reported as existing vested stock options are exercised. The amount of the impact on the effective tax rate will be determined by the number of stock options exercised and the stock price of the Company when the stock options are exercised.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments*. The standard is the final guidance on the new current expected credit loss (“CECL”) model. The amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. As CECL encompasses all financial assets carried at

amortized cost, the requirement that reserves be established based on an organization's reasonable and supportable estimate of expected credit losses extends to held-to-maturity debt securities. The update amends the accounting for credit losses on available-for-sale securities, whereby credit losses will be presented as an allowance as opposed to a write-down. In addition, CECL will modify the accounting for purchased loans with credit deterioration since origination, so that reserves are established at the date of acquisition for purchased loans. Lastly, the amendment requires enhanced disclosures on the significant estimates and judgments used to estimate credit losses, as well as on the credit quality and underwriting standards of an organization's portfolio. These disclosures require organizations to present the currently required credit quality disclosures disaggregated by the year of origination or vintage. The guidance allows for a modified retrospective approach with a cumulative effect adjustment to the balance sheet upon adoption (charge to retained earnings instead of the income statement). The new guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2019, and early adoption is permitted. We have formed a committee that is assessing our data and system needs and are evaluating the impact of adopting the new guidance. We expect to recognize a one-time cumulative effect adjustment to the allowance for loan losses as of the beginning of the first reporting period in which the new standard is effective, but cannot yet determine the magnitude of any such one-time adjustment or the overall impact of the new guidance on the consolidated financial statements.

## 2) Accumulated Other Comprehensive Income (“AOCI”)

The following table reflects the changes in AOCI by component for the periods indicated:

	<b>Year Ended December 31, 2016, 2015, and 2014</b>			
	<b>Unrealized Gains (Losses) on Available- for-Sale Securities and I/O Strips</b>	<b>Unamortized Unrealized Gain on Available- for-Sale Securities Reclassified to Held-to- Maturity</b>	<b>Defined Benefit Pension Plan Items</b>	<b>Total</b>
	(Dollars in thousands)			
Beginning balance January 1, 2016, net of taxes . . . . .	\$ 1,090	\$ 403	\$ (7,713)	\$ (6,220)
Other comprehensive (loss) before reclassification, net of taxes . . . . .	(992)	—	(106)	(1,098)
Amounts reclassified from other comprehensive income (loss), net of taxes . . . . .	<u>(638)</u>	<u>(67)</u>	<u>109</u>	<u>(596)</u>
Net current period other comprehensive income (loss), net of taxes . . . . .	<u>(1,630)</u>	<u>(67)</u>	<u>3</u>	<u>(1,694)</u>
Ending balance December 31, 2016, net of taxes . . . . .	<u>\$ (540)</u>	<u>\$ 336</u>	<u>\$ (7,710)</u>	<u>\$ (7,914)</u>
Beginning balance January 1, 2015, net of taxes . . . . .	\$ 3,666	\$ 435	\$ (5,952)	\$ (1,851)
Other comprehensive (loss) before reclassification, net of taxes . . . . .	(2,204)	—	(1,919)	(4,123)
Amounts reclassified from other comprehensive income (loss), net of taxes . . . . .	<u>(372)</u>	<u>(32)</u>	<u>158</u>	<u>(246)</u>
Net current period other comprehensive loss, net of taxes .	<u>(2,576)</u>	<u>(32)</u>	<u>(1,761)</u>	<u>(4,369)</u>
Ending balance December 31, 2015, net of taxes . . . . .	<u>\$ 1,090</u>	<u>\$ 403</u>	<u>\$ (7,713)</u>	<u>\$ (6,220)</u>
Beginning balance January 1, 2014, net of taxes . . . . .	\$ (430)	\$ 466	\$ (4,065)	\$ (4,029)
Other comprehensive income (loss) before reclassification, net of taxes . . . . .	4,152	—	(1,910)	2,242
Amounts reclassified from other comprehensive income (loss), net of taxes . . . . .	<u>(56)</u>	<u>(31)</u>	<u>23</u>	<u>(64)</u>
Net current period other comprehensive income (loss), net of taxes . . . . .	<u>4,096</u>	<u>(31)</u>	<u>(1,887)</u>	<u>2,178</u>
Ending balance December 31, 2014, net of taxes . . . . .	<u>\$ 3,666</u>	<u>\$ 435</u>	<u>\$ (5,952)</u>	<u>\$ (1,851)</u>

Details About AOCI Components	Amounts Reclassified from AOCI(1)			Affected Line Item Where Net Income is Presented
	Year Ended December 31, 2016			
	2016	2015	2014	
	(Dollars in thousands)			
Unrealized gains on available-for-sale securities and I/O strips . . . . .	\$ 1,099	\$ 642	\$ 97	Gain on sales of securities
	<u>(461)</u>	<u>(270)</u>	<u>(41)</u>	Income tax expense
	638	372	56	Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity . . . . .	116	55	54	Interest income on taxable securities
	<u>(49)</u>	<u>(23)</u>	<u>(23)</u>	Income tax expense
	67	32	31	Net of tax
Amortization of defined benefit pension plan items(1)				
Prior service cost . . . . .	—	—	—	
Prior transition obligation . . . . .	51	113	102	
Actuarial losses . . . . .	<u>(239)</u>	<u>(386)</u>	<u>(142)</u>	
	(188)	(273)	(40)	Income before income tax
	79	115	17	Income tax benefit
	<u>(109)</u>	<u>(158)</u>	<u>(23)</u>	Net of tax
Total reclassification from AOCI for the year . . . . .	<u>\$ 596</u>	<u>\$ 246</u>	<u>\$ 64</u>	

(1) This AOCI component is included in the computation of net periodic benefit cost (see Note 14 — Benefit Plans).

### 3) Securities

The amortized cost and estimated fair value of securities at year-end were as follows:

2016	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(Dollars in thousands)			
Securities available-for-sale:				
Agency mortgage-backed securities . . . . .	\$ 293,598	\$ 928	\$ (3,537)	\$ 290,989
Trust preferred securities . . . . .	15,000	600	—	15,600
Total . . . . .	<u>\$ 308,598</u>	<u>\$ 1,528</u>	<u>\$ (3,537)</u>	<u>\$ 306,589</u>
Securities held-to-maturity:				
Agency mortgage-backed securities . . . . .	\$ 233,409	\$ 15	\$ (3,554)	\$ 229,870
Municipals - exempt from Federal tax . . . . .	90,601	521	(2,244)	88,878
Total . . . . .	<u>\$ 324,010</u>	<u>\$ 536</u>	<u>\$ (5,798)</u>	<u>\$ 318,748</u>

<u>2015</u>	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized (Losses)</u>	<u>Estimated Fair Value</u>
		(Dollars in thousands)		
Securities available-for-sale:				
Agency mortgage-backed securities . . . . .	\$ 324,077	\$ 2,457	\$ (2,304)	\$ 324,230
US Treasury . . . . .	30,047	—	(44)	30,003
Trust preferred securities . . . . .	15,000	132	—	15,132
U.S. Government sponsored entities . . . . .	9,042	13	(14)	9,041
Corporate bonds . . . . .	6,412	261	—	6,673
Total . . . . .	<u>\$ 384,578</u>	<u>\$ 2,863</u>	<u>\$ (2,362)</u>	<u>\$ 385,079</u>
Securities held-to-maturity:				
Municipals - exempt from Federal tax . . . . .	\$ 93,518	\$ 1,517	\$ (863)	\$ 94,172
Agency mortgage-backed securities . . . . .	15,793	24	(168)	15,649
Total . . . . .	<u>\$ 109,311</u>	<u>\$ 1,541</u>	<u>\$ (1,031)</u>	<u>\$ 109,821</u>

Securities with unrealized losses at year end, aggregated by investment category and length of time that individual securities have been in an unrealized loss position are as follows:

<u>2016</u>	<u>Less Than 12 Months</u>		<u>12 Months or More</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized (Losses)</u>	<u>Fair Value</u>	<u>Unrealized (Losses)</u>	<u>Fair Value</u>	<u>Unrealized (Losses)</u>
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities . . . . .	\$ 245,045	\$ (3,537)	\$ —	\$ —	\$ 245,045	\$ (3,537)
Total . . . . .	<u>\$ 245,045</u>	<u>\$ (3,537)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 245,045</u>	<u>\$ (3,537)</u>
Securities held-to-maturity:						
Agency mortgage-backed securities . . . . .	\$ 222,132	\$ (3,528)	\$ 612	\$ (26)	\$ 222,744	\$ (3,554)
Municipals - exempt from Federal tax . . . . .	57,304	(2,026)	2,046	(218)	59,350	(2,244)
Total . . . . .	<u>\$ 279,436</u>	<u>\$ (5,554)</u>	<u>\$ 2,658</u>	<u>\$ (244)</u>	<u>\$ 282,094</u>	<u>\$ (5,798)</u>

<u>2015</u>	<u>Less Than 12 Months</u>		<u>12 Months or More</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized (Losses)</u>	<u>Fair Value</u>	<u>Unrealized (Losses)</u>	<u>Fair Value</u>	<u>Unrealized (Losses)</u>
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities . . . . .	\$ 241,067	\$ (2,258)	\$ 2,165	\$ (46)	\$ 243,232	\$ (2,304)
U.S. Treasury . . . . .	30,003	(44)	—	—	30,003	(44)
U.S. Government sponsored entities . . . . .	4,980	(14)	—	—	4,980	(14)
Total . . . . .	<u>\$ 276,050</u>	<u>\$ (2,316)</u>	<u>\$ 2,165</u>	<u>\$ (46)</u>	<u>\$ 278,215</u>	<u>\$ (2,362)</u>
Securities held-to-maturity:						
Municipals - exempt from Federal tax . . . . .	\$ 9,920	\$ (78)	\$ 24,412	\$ (785)	\$ 34,332	(863)
Agency mortgage-backed securities . . . . .	7,152	(89)	4,409	(79)	11,561	(168)
Total . . . . .	<u>\$ 17,072</u>	<u>\$ (167)</u>	<u>\$ 28,821</u>	<u>\$ (864)</u>	<u>\$ 45,893</u>	<u>\$ (1,031)</u>

There were no holdings of securities of any one issuer, other than the U.S. Government and its sponsored entities, in an amount greater than 10% of shareholders' equity. At December 31, 2016, the Company held 454 securities (149 available-for-sale and 305 held-to-maturity), of which 302 had fair values below amortized cost. At December 31, 2016, there were \$612,000 of agency mortgage-backed securities held-to-maturity, and \$2,046,000 of municipals bonds held-to-maturity carried with an unrealized loss for 12 months or greater. The total unrealized loss for securities 12 months or greater was \$244,000 at December 31, 2016. The unrealized losses were due to higher interest rates. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. The Company does not believe that it is more likely than not that the Company will be required to sell a security in an unrealized loss position prior to recovery in value. The Company does not consider these securities to be other-than-temporarily impaired at December 31, 2016.



The proceeds from sales of securities and the resulting gains and losses are listed below:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)		
Proceeds . . . . .	\$ 75,689	\$ 71,832	\$ 108,603
Gross gains . . . . .	1,144	751	1,008
Gross losses . . . . .	(45)	(109)	(911)

The amortized cost and fair value of debt securities as of December 31, 2016, by contractual maturity, are shown below. The expected maturities will differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

	<u>Available-for-sale</u>	
	<u>Amortized Cost</u>	<u>Estimated Fair Value</u>
	(Dollars in thousands)	
Due after ten years . . . . .	\$ 15,000	\$ 15,600
Agency mortgage-backed securities . . . . .	293,598	290,989
Total . . . . .	<u>\$ 308,598</u>	<u>\$ 306,589</u>

	<u>Held-to-maturity</u>	
	<u>Amortized Cost</u>	<u>Estimated Fair Value</u>
	(Dollars in thousands)	
Due after 3 months or less . . . . .	\$ 335	\$ 336
Due after 3 months through one year . . . . .	1,116	1,118
Due after one through five years . . . . .	3,992	3,992
Due after five through ten years . . . . .	17,049	17,273
Due after ten years . . . . .	68,109	66,159
Agency mortgage-backed securities . . . . .	233,409	229,870
Total . . . . .	<u>\$ 324,010</u>	<u>\$ 318,748</u>

Securities with amortized cost of \$135,023,000 and \$134,235,000 as of December 31, 2016 and 2015 were pledged to secure public deposits and for other purposes as required or permitted by law or contract.

#### 4) Loans

Loans at year-end were as follows:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Loans held-for-investment:		
Commercial . . . . .	\$ 604,331	\$ 556,522
Real estate:		
CRE . . . . .	662,228	625,665
Land and construction . . . . .	81,002	84,428
Home equity . . . . .	82,459	76,833
Residential mortgages . . . . .	52,887	—
Consumer . . . . .	20,460	16,010
Loans . . . . .	<u>1,503,367</u>	<u>1,359,458</u>
Deferred loan fees, net . . . . .	(760)	(742)
Loans, net of deferred fees . . . . .	<u>1,502,607</u>	<u>1,358,716</u>
Allowance for loan losses . . . . .	(19,089)	(18,926)
Loans, net . . . . .	<u>\$ 1,483,518</u>	<u>\$ 1,339,790</u>

At December 31, 2016 and December 31, 2015, total net loans included in the table above include \$88,453,000 and \$141,343,000, respectively, of the non-PCI loans acquired in the Focus transaction.

Changes in the allowance for loan losses were as follows:

	Year Ended December 31, 2016			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of year balance	\$ 10,748	\$ 8,076	\$ 102	\$ 18,926
Charge-offs	(1,966)	—	(41)	(2,007)
Recoveries	365	568	—	933
Net (charge-offs) recoveries	(1,601)	568	(41)	(1,074)
Provision (credit) for loan losses	1,509	(317)	45	1,237
End of year balance	<u>\$ 10,656</u>	<u>\$ 8,327</u>	<u>\$ 106</u>	<u>\$ 19,089</u>

	Year Ended December 31, 2015			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of year balance	\$ 11,187	\$ 7,070	\$ 122	\$ 18,379
Charge-offs	(527)	(2)	(9)	(538)
Recoveries	877	146	30	1,053
Net recoveries	350	144	21	515
Provision (credit) for loan losses	(789)	862	(41)	32
End of year balance	<u>\$ 10,748</u>	<u>\$ 8,076</u>	<u>\$ 102</u>	<u>\$ 18,926</u>

	Year Ended December 31, 2014			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of year balance	\$ 12,533	\$ 6,548	\$ 83	\$ 19,164
Charge-offs	(815)	(87)	(25)	(927)
Recoveries	418	62	—	480
Net charge-offs	(397)	(25)	(25)	(447)
Provision (credit) for loan losses	(949)	547	64	(338)
End of year balance	<u>\$ 11,187</u>	<u>\$ 7,070</u>	<u>\$ 122</u>	<u>\$ 18,379</u>

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment, based on the impairment method as follows at year-end:

	December 31, 2016			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	\$ 329	\$ —	\$ —	\$ 329
Collectively evaluated for impairment	10,327	8,327	106	18,760
Acquired with deteriorated credit quality	—	—	—	—
Total allowance balance	<u>\$ 10,656</u>	<u>\$ 8,327</u>	<u>\$ 106</u>	<u>\$ 19,089</u>
Loans:				
Individually evaluated for impairment	\$ 2,057	\$ 885	\$ 3	\$ 2,945
Collectively evaluated for impairment	602,029	877,691	20,457	1,500,177
Acquired with deteriorated credit quality	245	—	—	245
Total loan balance	<u>\$ 604,331</u>	<u>\$ 878,576</u>	<u>\$ 20,460</u>	<u>\$ 1,503,367</u>

	December 31, 2015			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment . . . . .	\$ 174	\$ 112	\$ —	\$ 286
Collectively evaluated for impairment . . . . .	10,574	7,964	102	18,640
Acquired with deteriorated credit quality . . . . .	—	—	—	—
Total allowance balance . . . . .	<u>\$ 10,748</u>	<u>\$ 8,076</u>	<u>\$ 102</u>	<u>\$ 18,926</u>
Loans:				
Individually evaluated for impairment . . . . .	\$ 2,014	\$ 4,272	\$ 4	\$ 6,290
Collectively evaluated for impairment . . . . .	554,271	782,654	16,006	1,352,931
Acquired with deteriorated credit quality . . . . .	237	—	—	237
Total loan balance . . . . .	<u>\$ 556,522</u>	<u>\$ 786,926</u>	<u>\$ 16,010</u>	<u>\$ 1,359,458</u>

The following table presents loans held-for-investment individually evaluated for impairment by class of loans as of December 31, 2016 and December 31, 2015. The recorded investment included in the following table represents loan principal net of any partial charge-offs recognized on the loans. The unpaid principal balance represents the recorded balance prior to any partial charge-offs.

	December 31, 2016			December 31, 2015		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
	(Dollars in thousands)					
With no related allowance recorded:						
Commercial . . . . .	\$ 1,808	\$ 1,808	\$ —	\$ 745	\$ 745	\$ —
Real estate:						
Commercial . . . . .	1,278	419	—	3,851	2,992	—
Land and construction . . . . .	218	199	—	237	219	—
Home Equity . . . . .	267	267	—	302	302	—
Consumer . . . . .	3	3	—	4	4	—
Total with no related allowance recorded . . . . .	<u>3,574</u>	<u>2,696</u>	<u>—</u>	<u>5,139</u>	<u>4,262</u>	<u>—</u>
With an allowance recorded:						
Commercial . . . . .	494	494	329	1,506	1,506	174
Real estate:						
Home Equity . . . . .	—	—	—	759	759	112
Total with an allowance recorded . . . . .	<u>494</u>	<u>494</u>	<u>329</u>	<u>2,265</u>	<u>2,265</u>	<u>286</u>
Total . . . . .	<u>\$ 4,068</u>	<u>\$ 3,190</u>	<u>\$ 329</u>	<u>\$ 7,404</u>	<u>\$ 6,527</u>	<u>\$ 286</u>

The following table presents interest recognized and cash-basis interest earned on impaired loans for the periods indicated:

	Year Ended December 31, 2016					
	Commercial	Real Estate		Consumer	Total	
		CRE	Land and Construction			
	(Dollars in thousands)					
Average of impaired loans during the period . . . . .	\$ 1,822	\$ 1,922	\$ 208	\$ 625	\$ 3	\$ 4,580
Interest income during impairment . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Cash-basis interest earned . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

**Year Ended December 31, 2015**

	Real Estate					
	Commercial	CRE	Land and	Home	Consumer	Total
			Construction	Equity		
(Dollars in thousands)						
Average of impaired loans during the period . . . . .	\$ 1,774	\$ 3,006	\$ 764	\$ 475	\$ 5	\$ 6,024
Interest income during impairment . . . . .	\$ 14	\$ —	\$ —	\$ 2	\$ —	\$ 16
Cash-basis interest earned . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

Nonperforming loans include both smaller dollar balance homogenous loans that are collectively evaluated for impairment and individually classified loans. Nonperforming loans were as follows at year-end:

	2016	2015
	(Dollars in thousands)	
Nonaccrual loans - held-for-investment . . . . .	\$ 3,059	\$ 4,716
Restructured and loans over 90 days past due and still accruing . . . . .	—	1,662
Total nonperforming loans . . . . .	3,059	6,378
Other restructured loans . . . . .	131	149
Total impaired loans . . . . .	<u>\$ 3,190</u>	<u>\$ 6,527</u>

The following table presents the nonperforming loans by class at year-end:

	2016			2015		
	Restructured and Loans over 90 Days Past Due and Still Accruing			Restructured and Loans over 90 Days Past Due and Still Accruing		
	Nonaccrual		Total	Nonaccrual		Total
(Dollars in thousands)						
Commercial . . . . .	\$ 2,171	\$ —	\$ 2,171	\$ 724	\$ 1,378	\$ 2,102
Real estate: . . . . .						
CRE . . . . .	419	—	419	2,992	—	2,992
Land and construction . . . . .	199	—	199	219	—	219
Home equity . . . . .	267	—	267	777	284	1,061
Consumer . . . . .	3	—	3	4	—	4
Total . . . . .	<u>\$ 3,059</u>	<u>\$ —</u>	<u>\$ 3,059</u>	<u>\$ 4,716</u>	<u>\$ 1,662</u>	<u>\$ 6,378</u>

The following table presents the aging of past due loans as of December 31, 2016 by class of loans:

	30 - 59	60 - 89	90 Days or	Total	Loans Not	Total
	Days Past Due	Days Past Due	Greater Past Due			
(Dollars in thousands)						
Commercial . . . . .	\$ 3,998	\$ 857	\$ 2,036	\$ 6,891	\$ 597,440	\$ 604,331
Real estate:						
CRE . . . . .	632	—	—	632	661,596	662,228
Land and construction . . . . .	—	—	199	199	80,803	81,002
Home equity . . . . .	—	267	—	267	82,192	82,459
Residential mortgages . . . . .	—	—	—	—	52,887	52,887
Consumer . . . . .	—	—	—	—	20,460	20,460
Total . . . . .	<u>\$ 4,630</u>	<u>\$ 1,124</u>	<u>\$ 2,235</u>	<u>\$ 7,989</u>	<u>\$ 1,495,378</u>	<u>\$ 1,503,367</u>

The following table presents the aging of past due loans as of December 31, 2015 by class of loans:

	<u>30 - 59 Days Past Due</u>	<u>60 - 89 Days Past Due</u>	<u>90 Days or Greater Past Due</u>	<u>Total Past Due</u>	<u>Loans Not Past Due</u>	<u>Total</u>
	(Dollars in thousands)					
Commercial . . . . .	\$ 3,285	\$ 262	\$ 1,704	\$ 5,251	\$ 551,271	\$ 556,522
Real estate:						
CRE . . . . .	—	—	—	—	625,665	625,665
Land and construction . . . . .	219	—	—	219	84,209	84,428
Home equity . . . . .	—	—	284	284	76,549	76,833
Consumer . . . . .	—	—	—	—	16,010	16,010
Total . . . . .	<u>\$ 3,504</u>	<u>\$ 262</u>	<u>\$ 1,988</u>	<u>\$ 5,754</u>	<u>\$ 1,353,704</u>	<u>\$ 1,359,458</u>

Past due loans 30 days or greater totaled \$7,989,000 and \$5,754,000 at December 31, 2016 and December 31, 2015, respectively, of which \$2,057,000 and \$591,000 were on nonaccrual. At December 31, 2016, there were also \$1,002,000 loans less than 30 days past due included in nonaccrual loans held-for-investment. At December 31, 2015, there were also \$4,125,000 loans less than 30 days past due included in nonaccrual loans held for investment. Management’s classification of a loan as “nonaccrual” is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued.

### ***Credit Quality Indicators***

Concentrations of credit risk arise when a number of clients are engaged in similar business activities, or activities in the same geographic region, or have similar features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. The Company’s loan portfolio is concentrated in commercial (primarily manufacturing, wholesale, and service) and real estate lending, with the balance in consumer loans. While no specific industry concentration is considered significant, the Company’s lending operations are located in the Company’s market areas that are dependent on the technology and real estate industries and their supporting companies. Thus, the Company’s borrowers could be adversely impacted by a continued downturn in these sectors of the economy which could reduce the demand for loans and adversely impact the borrowers’ ability to repay their loans.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information; historical payment experience; credit documentation; public information; and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis. Nonclassified loans generally include those loans that are expected to be repaid in accordance with contractual loans terms. Classified loans are those loans that are assigned a substandard, substandard-nonaccrual, or doubtful risk rating using the following definitions:

*Substandard.* Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

*Substandard-Nonaccrual.* Loans classified as substandard-nonaccrual are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any, and it is probable that the Company will not receive payment of the full contractual principal and interest. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. In addition, the Company no longer accrues interest on the loan because of the underlying weaknesses.

*Doubtful.* Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

*Loss.* Loans classified as loss are considered uncollectable. In addition, loans of so little value that their continuance as assets is not warranted are classified as loss. This classification does not necessarily mean that a loan has no recovery or salvage value; but rather, there is much doubt about whether, how much, or when the recovery will occur. Loans classified as loss are immediately charged off against the allowance for loan losses. Therefore, there is no balance to report at December 31, 2016 or 2015.

The following table provides a summary of the loan portfolio by loan type and credit quality classification for the periods indicated:

	December 31, 2016			December 31, 2015		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total
Commercial .....	\$ 594,255	\$ 10,076	\$ 604,331	\$ 547,536	\$ 8,986	\$ 556,522
Real estate:						
CRE .....	659,777	2,451	662,228	617,865	7,800	625,665
Land and construction .....	80,803	199	81,002	84,209	219	84,428
Home equity .....	81,866	593	82,459	75,511	1,322	76,833
Residential mortgages .....	52,887	—	52,887	—	—	—
Consumer .....	20,455	5	20,460	15,705	305	16,010
Total .....	<u>\$ 1,490,043</u>	<u>\$ 13,324</u>	<u>\$ 1,503,367</u>	<u>\$ 1,340,826</u>	<u>\$ 18,632</u>	<u>\$ 1,359,458</u>

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed in compliance with the Company's underwriting policy.

The book balance of troubled debt restructurings at December 31, 2016 was \$133,000, which included \$2,000 of nonaccrual loans and \$131,000 of accruing loans. The book balance of troubled debt restructurings at December 31, 2015 was \$153,000, which included \$4,000 of nonaccrual loans and \$149,000 of accruing loans. Approximately \$2,000 and \$3,000 in specific reserves were established with respect to these loans as of December 31, 2016 and December 31, 2015. As of December 31, 2016 and December 31, 2015, the Company had no additional amounts committed on any loan classified as a troubled debt restructuring.

There were no loans by class modified as troubled debt restructurings during the twelve month period ended December 31, 2016 and 2015.

A loan is considered to be in payment default when it is 30 days contractually past due under the modified terms. There were no defaults on troubled debt restructurings within twelve months following the modification during the years ended December 31, 2016 and 2015.

HBC makes loans to executive officers, directors, and their affiliates. The following table presents the loans outstanding to these related parties for the periods indicated:

	2016	2015
	(Dollars in thousands)	
Beginning of year balance .....	\$ 562	\$ 576
Advances on loans during the year .....	—	4,175
Repayment on loans during the year .....	(15)	(4,189)
End of year balance .....	<u>\$ 547</u>	<u>\$ 562</u>

## 5) Loan Servicing

At December 31, 2016 and 2015, the Company serviced SBA loans sold to the secondary market of approximately \$164,454,000 and \$175,457,000, respectively.

Servicing assets represent the servicing spread generated from the sold guaranteed portions of SBA loans. The weighted average servicing rate for all loans serviced was 1.17% and 1.16% at December 31, 2016 and 2015, respectively.

Servicing rights are included in “accrued interest receivable and other assets” on the consolidated balance sheets. Activity for loan servicing rights follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)		
Beginning of year balance .....	\$ 2,209	\$ 565	\$ 525
Additions .....	219	2,126	319
Amortization .....	<u>(574)</u>	<u>(482)</u>	<u>(279)</u>
End of year balance .....	<u>\$ 1,854</u>	<u>\$ 2,209</u>	<u>\$ 565</u>

There was no valuation allowance for servicing rights at December 31, 2016 and 2015, because the estimated fair value of the servicing rights was greater than the carrying value. The increase in loan servicing rights for the year ended December 31, 2015 was primarily due to the Focus acquisition of \$1,976,000 at fair value. The estimated fair value of loan servicing rights was \$5,217,000 and \$3,650,000 at December 31, 2016 and 2015, respectively. The fair value of servicing rights at December 31, 2016, was estimated using a weighted average constant prepayment rate (“CPR”) assumption of 7.40%, and a weighted average discount rate assumption of 12.96%. The fair value of servicing rights at December 31, 2015, was estimated using a weighted average CPR assumption of 7.42%, and a weighted average discount rate assumption of 12.52%.

The weighted average discount rate and CPR assumptions used to estimate the fair value of the I/O strip receivables are the same as for the servicing rights. Management reviews the key economic assumptions used to estimate the fair value of I/O strip receivables on a quarterly basis. The fair value of the I/O strip can be adversely impacted by a significant increase in either the prepayment speed of the portfolio or the discount rate.

I/O strip receivables are included in “accrued interest receivable and other assets” on the consolidated balance sheets. Activity for I/O strip receivables follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)		
Beginning of year balance .....	\$ 1,367	\$ 1,481	\$ 1,647
Unrealized loss .....	<u>(300)</u>	<u>(114)</u>	<u>(166)</u>
End of year balance .....	<u>\$ 1,067</u>	<u>\$ 1,367</u>	<u>\$ 1,481</u>

## 6) Premises and Equipment

Premises and equipment at year-end were as follows:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Building .....	\$ 3,400	\$ 3,279
Land .....	2,900	2,900
Furniture and equipment .....	8,788	8,468
Leasehold improvements .....	<u>5,295</u>	<u>5,257</u>
	20,383	19,904
Accumulated depreciation and amortization .....	<u>(12,893)</u>	<u>(12,131)</u>
Premises and equipment, net .....	<u>\$ 7,490</u>	<u>\$ 7,773</u>

Depreciation and amortization expense was \$763,000, \$685,000, and \$725,000 in 2016, 2015, and 2014, respectively.

## 7) Leases

### *Operating Leases*

The Company owns one of its offices and leases the others under non-cancelable operating leases with terms, including renewal options, ranging from five to fifteen years. Future minimum payments under the agreements are as follows:

<u>Year ended December 31,</u>	<u>(Dollars in thousands)</u>
2017 .....	\$ 3,000
2018 .....	2,569
2019 .....	2,369
2020 .....	1,031
2021 .....	210
Thereafter.....	—
Total .....	<u>\$ 9,179</u>

Rent expense under operating leases was \$2,947,000, \$2,997,000, and \$2,692,000 in 2016, 2015, and 2014, respectively.

## 8) Business Combinations

### *Focus Business Bank*

On April 23, 2015, the Company and Focus entered into a definitive agreement and plan of merger and reorganization whereby Focus would merge into HBC. The Company completed the merger of its wholly-owned bank subsidiary HBC with Focus on August 20, 2015 for an aggregate transaction value of \$66,558,000. Shareholders of Focus received a fixed exchange ratio at closing of 1.8235 shares of the Company's common stock for each share of Focus common stock. Upon closing of the transaction, the Company issued 5,456,713 shares of the Company's common stock to Focus shareholders for a total value of \$58,278,000, based on the Company's closing stock price of \$10.68 on August 20, 2015. In addition, the Company paid cash to the Focus holders of in-the-money stock options on August 20, 2015 totaling \$8,280,000.

Focus's results of operations have been included in the Company's results of operations beginning August 21, 2015. Pre-tax severance, retention, acquisition and integration costs totaled \$6,398,000 for the year ended December 31, 2015.



The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition.

	<u>(Dollars in thousands)</u>
<b>Assets acquired:</b>	
Cash and cash item . . . . .	\$ 5,651
Federal funds sold and deposits in other financial institutions . . . . .	168,415
Securities available-for-sale . . . . .	53,940
Securities held-to-maturity . . . . .	8,665
Loans held-for-sale . . . . .	4,416
Net loans . . . . .	170,353
Goodwill . . . . .	32,620
Core deposit intangible asset . . . . .	6,285
Corporate owned life insurance . . . . .	7,067
Other assets, net . . . . .	20,250
Total assets acquired . . . . .	<u>477,662</u>
<b>Liabilities assumed:</b>	
Deposits . . . . .	405,123
Other liabilities . . . . .	5,981
Total liabilities . . . . .	<u>411,104</u>
Net assets acquired . . . . .	<u>\$ 66,558</u>

The fair value of net assets acquired includes fair value adjustments to certain receivables of which some were considered impaired and some were not considered impaired as of the acquisition date. The fair value adjustments were determined using discounted contractual cash flows, adjusted for expected losses and prepayments, where appropriate. The gross contractual amount of four purchased credit impaired loans as of the acquisition date totaled \$1,124,000. As of that date, contractual cash flows not expected to be collected on the purchased credit impaired loans totaled \$819,000, which represents 72.9% of their gross outstanding principal balances. The receivables that were not considered impaired at the acquisition date were not subject to the guidance relating to purchased credit impaired loans, which have shown evidence of credit deterioration since origination. Receivables acquired that were not subject to these requirements include nonimpaired loans with a fair value and gross contractual amounts receivable of \$170,048,000 and \$174,660,000 respectively, on the date of acquisition. As of that date, the purchase discount on these nonimpaired loans totaled \$4,612,000, which represents 2.6% of their gross outstanding principal balances.

Goodwill of \$32,620,000 arising from the acquisition is largely attributable to synergies and cost savings resulting from combining the operations of the companies. As this transaction was structured as a taxfree exchange, the goodwill will not be deductible for tax purposes.

The following table summarizes the consideration paid for Focus:

	<u>August 20, 2015</u>
	<u>(Dollars in thousands)</u>
Cash paid for Focus in-the-money stock options . . . . .	\$ 8,280
Common stock issued to Focus shareholders at \$10.68 per share . . . . .	58,278
Total consideration . . . . .	<u>\$ 66,558</u>

The following table presents pro forma financial information as if the acquisition had occurred on January 1, 2014, which includes the pre-acquisition period for Focus, and continues through December 31, 2015. The historical unaudited pro forma financial information has been adjusted to reflect supportable items that are directly attributable to the acquisition and expected to have a continuing impact on consolidated results of operations, as such, one-time acquisition costs are not included. The unaudited pro forma financial information is provided for informational purposes only. The unaudited pro forma financial information is not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the acquisition been completed as of the dates indicated or that may be

achieved in the future. The preparation of the unaudited pro forma combined consolidated financial statements and related adjustments required management to make certain assumptions and estimates.

UNAUDITED	Year Ended December 31,	
	2015	2014
	(Dollars in thousands, except per share amounts)	
Net interest income . . . . .	\$ 83,876	\$ 68,175
Provision (credit) for loan losses . . . . .	82	(38)
Noninterest income . . . . .	11,443	9,624
Noninterest expense . . . . .	60,372	53,600
Income before income taxes . . . . .	34,865	24,237
Income tax expense . . . . .	13,941	8,784
Net income . . . . .	\$ 20,924	\$ 15,453
Net income per share - basic . . . . .	\$ 0.56	\$ 0.41
Net income per share - diluted . . . . .	\$ 0.55	\$ 0.41

## 9) Goodwill and Other Intangible Assets

### *Goodwill*

At December 31, 2016, the carrying value of goodwill was \$45,664,000. The Company recognized \$13,044,000 of goodwill upon its acquisition of Bay View Funding on November 1, 2014, and \$32,620,000 from its acquisition of Focus on August 20, 2015. During the fourth quarter of 2015, adjustments were made to the purchase price allocations for the Focus transaction that affected the amounts allocated to goodwill and other assets.

Goodwill impairment exists when a reporting unit's carrying value exceeds its fair value, which is determined through a qualitative assessment whether it is more likely than not that the fair value of equity of the reporting unit exceeds the carrying value ("Step Zero"). If the qualitative assessment indicates it is more likely than not that the fair value of equity of a reporting unit is less than book value, than a quantitative two-step impairment test is required. Step 1 includes the determination of the carrying value of the Company's single reporting unit, including the existing goodwill and intangible assets, and estimating the fair value of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, the Company is required to perform a second step to the impairment test. Step 2 requires that the implied fair value of the reporting unit goodwill be compared to the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss shall be recognized in an amount equal to that excess.

The Company completed its annual impairment analysis on the goodwill from the Bay View Funding and Focus acquisitions as of November 30, 2016 with the assistance of an independent valuation firm. Based on the Step Zero qualitative analysis performed, the Company determined that it is more likely than not that the fair value of the reporting unit exceeded its reported book value of equity at November 30, 2016. As such, no impairment was indicated and no further testing was required.

### *Other Intangible Assets*

The core deposit intangible asset originally acquired in the 2007 acquisition of Diablo Valley Bank was \$5,049,000. This asset is amortized over its estimated useful life of 10 years. Accumulated amortization of this intangible asset was \$4,854,000 and \$4,427,000 at December 31, 2016 and December 31, 2015, respectively.

The core deposit intangible asset acquired in the acquisition of Focus in August 2015 was \$6,285,000. This asset is amortized over its estimated useful life of 10 years. Accumulated amortization of this intangible asset was \$1,120,000 and \$288,000 at December 31, 2016 and December 31, 2015, respectively.

Other intangible assets acquired in the acquisition of Bay View Funding in November 2014 included: a below market value lease intangible asset of \$109,000 (amortized over 3 years), customer relationship and brokered relationship intangible assets of \$1,900,000, (amortized over the 10 year estimated useful lives), and a non compete agreement intangible asset of \$250,000 (amortized over 3 years). Accumulated amortization of these intangible assets was \$669,000 and \$360,000 at December 31, 2016 and December 31, 2015, respectively.

Estimated amortization expense for each of the next five years follows:

Year	Diablo Valley		Bay View Funding			Total Amortization Expense
	Bank Core Deposit Intangible	Focus Core Deposit Intangible	Below Market Value Lease Intangible	Customer & Brokered Relationship Intangible	Non-Compete Agreement Intangible	
	(Dollars in thousands)					
2017	\$ 195	\$ 875	\$ 31	\$ 190	\$ 70	\$ 1,361
2018	—	775	—	190	—	965
2019	—	734	—	190	—	924
2020	—	716	—	190	—	906
2021	—	596	—	190	—	786
	<u>\$ 195</u>	<u>\$ 3,696</u>	<u>\$ 31</u>	<u>\$ 950</u>	<u>\$ 70</u>	<u>\$ 4,942</u>

Impairment testing of the intangible assets is performed at the individual asset level. The Company's intangibles are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If such events or changes in circumstances are identified, an impairment loss is recognized only if the carrying amount of the intangible asset is not recoverable and exceeds its fair value. For intangible assets, estimates of expected future cash flows (cash inflows less cash outflows) that are directly associated with an intangible asset are used to determine the fair value of that asset. Management makes certain estimates and assumptions in determining the expected future cash flows from core deposit and customer relationship intangibles including account attrition, expected lives, discount rates, interest rates, servicing costs and other factors. Significant changes in these estimates and assumptions could adversely impact the valuation of these intangible assets. If an impairment loss exists, the carrying amount of the intangible asset is adjusted to a new cost basis. The new cost basis is then amortized over the remaining useful life of the asset. Based on its assessment, management did not identify any events or changes in circumstances indicating that such intangible assets may not be recoverable at December 31, 2016 or 2015.

## 10) Deposits

Time deposits of \$250,000 and over, including time deposits within the Certificate of Deposit Account Registry Service ("CDARS") and brokered deposits of \$250,000 and over, were \$163,670,000 and \$178,640,000 at December 31, 2016 and 2015, respectively. The following table presents the scheduled maturities of all time deposits for the next five years:

	(Dollars in thousands)
2017	\$ 213,976
2018	6,835
2019	3,457
2020	228
2021	221
Total	<u>\$ 224,717</u>

At December 31, 2016, total CDARS deposits of \$9,401,000 include money market deposits of \$3,747,000, and interest-bearing demand deposits of \$2,464,000, which have no scheduled maturity date, and therefore, are excluded from the table above.

At December 31, 2016, the Company had securities pledged with a fair value of \$94,078,000 for \$85,080,000 in certificates of deposits (including accrued interest) with the State of California. At December 31, 2015, the Company had securities pledged with a fair value of \$93,042,000 for \$78,026,000 in certificates of deposits (including accrued interest) with the State of California.

The CDARS program allows customers with deposits in excess of FDIC-insured limits to obtain full coverage on time deposits through a network of banks within the CDARS program. Deposits gathered through these programs are considered brokered deposits under current regulatory reporting guidelines. CDARS deposits were comprised of \$2,464,000 of interest-bearing demand accounts, \$3,747,000 of money market accounts and \$3,190,000 of time deposits

at December 31, 2016. CDARS deposits were comprised of \$3,388,000 of money market accounts and \$4,195,000 of time deposits at December 31, 2015.

Deposits from executive officers, directors, and their affiliates were \$12,476,000 and \$13,426,000 at December 31, 2016 and 2015, respectively.

## 11) Borrowing Arrangements

### *Federal Home Loan Bank Borrowings, Federal Reserve Bank Borrowings, and Available Lines of Credit*

HBC maintains a collateralized line of credit with the FHLB of San Francisco. Under this line, the Company can borrow from the FHLB on a short-term (typically overnight) or long-term (over one year) basis. As of December 31, 2016, and December 31, 2015, HBC had no overnight borrowings from the FHLB. HBC had \$213,938,000 of loans and no securities pledged to the FHLB as collateral on a line of credit of \$172,498,000 at December 31, 2016. HBC had \$245,607,000 of loans and no securities pledged to the FHLB as collateral on a line of credit of \$141,875,000 at December 31, 2015.

HBC can also borrow from the FRB's discount window. HBC had approximately \$496,438,000 of loans pledged to the FRB as collateral on an available line of credit of approximately \$312,096,000 at December 31, 2016, none of which was outstanding. HBC had approximately \$395,006,000 of loans pledged to the FRB as collateral on an available line of credit of approximately \$243,156,000 at December 31, 2015, none of which was outstanding.

At December 31, 2016, HBC had Federal funds purchase arrangements available of \$55.0 million. There were no Federal funds purchased outstanding at December 31, 2016 and 2015.

HCC has a \$5.0 million line of credit with a correspondent bank, of which none was outstanding at December 31, 2016.

HBC may also utilize securities sold under repurchase agreements to manage our liquidity position. There were no securities sold under agreements to repurchase at December 31, 2016, and 2015.

## 12) Income Taxes

Income tax (benefit) consisted of the following for the year ended December 31, as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
	<u>(Dollars in thousands)</u>		
Currently payable tax:			
Federal .....	\$ 13,373	\$ 5,445	\$ 4,392
State .....	4,748	2,544	818
Total currently payable .....	<u>18,121</u>	<u>7,989</u>	<u>5,210</u>
Deferred tax (benefit):			
Federal .....	(1,029)	2,029	1,114
State .....	(504)	86	1,214
Total deferred tax .....	<u>(1,533)</u>	<u>2,115</u>	<u>2,328</u>
Income tax expense .....	<u>\$ 16,588</u>	<u>\$ 10,104</u>	<u>\$ 7,538</u>

The effective tax rate differs from the Federal statutory rate for the years ended December 31, as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Statutory Federal income tax rate . . . . .	35.0 %	35.0 %	35.0 %
State income taxes, net of federal tax benefit . . . . .	6.6 %	6.9 %	6.5 %
Low income housing credits, net of investment losses. . . . .	(0.3)%	—	0.8 %
Increase in cash surrender value of life insurance . . . . .	(1.4)%	(2.2)%	(2.7)%
Non-taxable interest income. . . . .	(1.7)%	(2.7)%	(3.2)%
Split-dollar term insurance . . . . .	0.1 %	0.1 %	0.1 %
Other, net . . . . .	<u>(0.6)%</u>	<u>0.9 %</u>	<u>(0.5)%</u>
Effective tax rate . . . . .	<u>37.7 %</u>	<u>38.0 %</u>	<u>36.0 %</u>

Deferred tax assets and liabilities that result from the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes at December 31, are as follows:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Deferred tax assets:		
Defined postretirement benefit obligation . . . . .	\$ 11,476	\$ 11,049
Allowance for loan losses . . . . .	7,886	7,815
Accrued expenses. . . . .	1,787	1,689
Federal net operating loss carryforwards . . . . .	1,740	2,397
Stock compensation . . . . .	1,698	2,008
State income taxes . . . . .	1,515	889
Premises and equipment . . . . .	990	945
Securities available-for-sale . . . . .	598	—
California net operating loss carryforwards . . . . .	454	591
Split-dollar life insurance benefit plan . . . . .	102	107
Tax credit carryforwards . . . . .	101	57
Other . . . . .	<u>1,069</u>	<u>742</u>
Total deferred tax assets . . . . .	<u>29,416</u>	<u>28,289</u>
Deferred tax liabilities:		
Intangible assets . . . . .	(1,614)	(2,101)
Loan fees. . . . .	(1,278)	(1,331)
Prepaid expenses . . . . .	(644)	(1,022)
I/O strips . . . . .	(448)	(574)
Securities available-for-sale . . . . .	—	(505)
FHLB stock . . . . .	(244)	(245)
Other . . . . .	<u>(130)</u>	<u>(293)</u>
Total deferred tax liabilities . . . . .	<u>(4,358)</u>	<u>(6,071)</u>
Net deferred tax assets . . . . .	<u>\$ 25,058</u>	<u>\$ 22,218</u>

At December 31, 2016, the Company's federal net operating loss carryforwards were \$4,973,000 and the Company's California net operating loss carryforwards were \$6,584,000. These amounts are attributable to the Focus transaction. The realization of these net operating loss carryforwards for federal and state tax purposes is limited under current tax law with limitations placed on the amount of net operating losses that can be utilized annually. The Company does not, however, believe that its annual limitation of \$1,877,000 will impact the ultimate deductibility of the net operating loss carry-forwards. The State tax credit carryforwards, net of Federal tax effects, were \$57,000 as of December 31, 2016, which will begin to expire in 2019. As the Company will be able to fully utilize the net operating loss carryforwards before they expire in 2035, no valuation allowance is required against the deferred tax assets.

Under generally accepted accounting principles, a valuation allowance is required if it is “more likely than not” that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management’s evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and

future economic and business conditions. In accordance with Accounting Standards Codification (ASC) 740-10 Accounting for Uncertainty in Income Taxes. The Company does not expect this amount to significantly increase or decrease in the next twelve months.

At December 31, 2016, and December 31, 2015, the Company had net deferred tax assets of \$25,058,000 and \$22,218,000, respectively. At December 31, 2016, the Company determined that a valuation allowance for deferred tax assets was not necessary.

The Company and its subsidiaries are subject to U.S. Federal income tax as well as income tax of the State of California. The Company is no longer subject to examination by Federal and state taxing authorities for years before 2013, and by the State of California taxing authority for years before 2012.

The Company adopted the proportional amortization method of accounting for its low income housing investments in the third quarter of 2014. The Company quantified the impact of adopting the proportional amortization method compared to the equity method to its current year and prior period financial statements. The Company determined that the adoption of the proportional amortization method did not have a material impact to its financial statements. The low income housing investment losses, net of the tax benefits received, are included in income tax expense for all periods reflected on the consolidated income statements.

The following table reflects the carrying amounts of the low income housing investments included in accrued interest receivable and other assets, and the future commitments for the periods indicated:

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Low income housing investments . . . . .	\$ 3,880	\$ 4,304
Future commitments . . . . .	\$ 365	\$ 1,271

The Company expects \$14,000 of the future commitments to be paid in 2017, \$14,000 in 2018, and \$337,000 in 2019 through 2023.

For tax purposes, the Company had low income housing tax credits of \$459,000 and \$685,000 for the years ended December 31, 2016 and December 2015, respectively, and low income housing investment losses of \$282,000 and \$916,000, respectively. The Company recognized low income housing investment expense as a component of income tax expense.

### 13) Equity Plan

The Company maintained an Amended and Restated 2004 Equity Plan (the “2004 Plan”) for directors, officers, and key employees. The 2004 Plan was terminated on May 23, 2013. On May 23, 2013, the Company’s shareholders approved the 2013 Equity Incentive Plan (the “2013 Plan”). The equity plans provide for the grant of incentive and nonqualified stock options and restricted stock. The equity plans provide that the option price for both incentive and nonqualified stock options will be determined by the Board of Directors at no less than the fair value at the date of grant. Options granted vest on a schedule determined by the Board of Directors at the time of grant. Generally options vest over four years. All options expire no later than ten years from the date of grant. Restricted stock is subject to time vesting. In 2016, the Company granted 300,500 shares of nonqualified stock options and 85,024 shares of restricted stock subject to time vesting requirements. There were 601,765 shares available for the issuance of equity awards under the 2013 Plan as of December 31, 2016.

Stock option activity under the equity plans is as follows:

<b>Total Stock Options</b>	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>	<b>Aggregate Intrinsic Value</b>
Outstanding at January 1, 2016 .....	1,775,027	\$ 10.62		
Granted .....	300,500	\$ 10.36		
Exercised .....	(147,416)	\$ 6.36		
Forfeited or expired .....	(209,020)	\$ 20.01		
Outstanding at December 31, 2016 .....	<u>1,719,091</u>	<u>\$ 9.79</u>	<u>5.97</u>	<u>\$ 9,508,526</u>
Vested or expected to vest .....	<u>1,615,946</u>		<u>5.97</u>	<u>\$ 8,938,015</u>
Exercisable at December 31, 2016 .....	<u>1,220,052</u>		<u>4.91</u>	<u>\$ 7,068,780</u>

Information related to the equity plans for each of the last three years:

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Intrinsic value of options exercised .....	\$ 606,359	\$ 216,681	\$ 258,467
Cash received from option exercise .....	\$ 938,057	\$ 315,076	\$ 262,035
Tax benefit realized from option exercises .....	\$ 242,303	\$ 85,411	\$ 102,710
Weighted average fair value of options granted .....	\$ 2.12	\$ 3.15	\$ 3.90

As of December 31, 2016, there was \$1,394,000 of total unrecognized compensation cost related to nonvested stock options granted under the equity plans. That cost is expected to be recognized over a weighted-average period of approximately 2.54 years.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model that uses the assumptions noted in the following table, including the weighted average assumptions for the option grants in each year.

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Expected life in months(1) .....	72	72	84
Volatility(1) .....	31 %	47 %	57 %
Weighted average risk-free interest rate(2) .....	1.41 %	1.57 %	2.09 %
Expected dividends(3) .....	3.48 %	3.37 %	2.06 %

(1) The expected life of employee stock options represents the weighted average period the stock options are expected to remain outstanding based on historical experience. Volatility is based on the historical volatility of the stock price over the same period of the expected life of the option.

(2) Based on the U.S. Treasury constant maturity interest rate with a term consistent with the expected life of the option granted.

(3) Each grant's dividend yield is calculated by annualizing the most recent quarterly cash dividend and dividing that amount by the market price of the Company's common stock as of the grant date

The Company estimates the impact of forfeitures based on historical experience. Should the Company's current estimate change, additional expense could be recognized or reversed in future periods. The Company issues authorized shares of common stock to satisfy stock option exercises.

Restricted stock activity under the equity plans is as follows:

<b>Total Restricted Stock Award</b>	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Nonvested shares at January 1, 2016 . . . . .	167,605	\$ 9.28
Granted . . . . .	85,024	\$ 10.34
Vested . . . . .	(47,214)	\$ 9.18
Forfeited or expired. . . . .	<u>(5,912)</u>	\$ 9.68
Nonvested shares at December 31, 2016 . . . . .	<u>199,503</u>	\$ 9.74

As of December 31, 2016, there was \$1,525,000 of total unrecognized compensation cost related to nonvested restricted stock awards granted under the 2004 Plan and 2013 Plan. The cost is expected to be recognized over a weighted-average period of approximately 2.51 years.

#### **14) Benefit Plans**

##### ***401(k) Savings Plan***

The Company offers a 401(k) savings plan that allows employees to contribute up to a maximum percentage of their compensation, as established by the Internal Revenue Code. The Company made a discretionary matching contribution of up to \$2,000 and \$1,500 for each employee’s contributions in 2016 and 2015, respectively. The Company made a discretionary matching contribution of up to \$1,000 for each employee’s contributions in 2014. Contribution expense was \$454,000, \$342,000, and \$206,000 in 2016, 2015 and 2014, respectively.

##### ***Employee Stock Ownership Plan***

The Company sponsors a non-contributory employee stock ownership plan. To participate in this plan, an employee must have worked at least 1,000 hours during the year and must be employed by the Company at year-end. Employer contributions to the ESOP are discretionary. The Company has suspended contributions to the ESOP since 2010. At December 31, 2016, the ESOP owned 123,027 shares of the Company’s common stock.

##### ***Deferred Compensation Plan***

The Company has a nonqualified deferred compensation plan for some of its employees (“Deferral Agreements”). Under the Deferral Agreements, a participant may defer up to 100% of his or her board fees into a deferred account. The participant may elect a distribution schedule of up to ten years. Amounts deferred earn interest. The Company’s deferred compensation obligation of \$0 and \$20,000 as of December 31, 2016 and 2015 is included in “Accrued interest payable and other liabilities.”

The Company has purchased life insurance policies on the life of one of its former directors who has a Deferral Agreement. It is expected that the earnings on these policies will offset the cost of the program. In addition, the Company will receive death benefit payments upon the death of the former director. The proceeds will permit the Company to “complete” the deferral program as the former director originally intended if he dies prior to the completion of the deferral program. The disbursement of deferred fees is accelerated at death and commences one month after the former director dies.

In the event of the former director’s disability prior to attainment of his benefit eligibility date, the former director may request that the Board permit him to receive an immediate disability benefit equal to the annualized value of the director’s deferral account.

##### ***Nonqualified Defined Benefit Pension Plan***

The Company has a supplemental retirement plan covering some current and some former key executives and directors (“SERP”). The SERP is an unfunded, nonqualified defined benefit plan. The combined number of active and retired/terminated participants in the SERP was 52 at December 31, 2016. The defined benefit represents a stated amount



for key executives and directors that generally vests over nine years and is reduced for early retirement. The projected benefit obligation is included in “Accrued interest payable and other liabilities” on the consolidated balance sheets. The SERP has no assets and the entire projected benefit obligation is unfunded. The measurement date of the SERP is December 31.

The following table sets forth the SERP’s status at December 31:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year .....	\$ 26,287	\$ 24,570
Service cost.....	534	862
Actuarial loss (gain).....	425	805
Interest cost.....	1,035	883
Benefits paid.....	(905)	(833)
Projected benefit obligation at end of year .....	<u>\$ 27,376</u>	<u>\$ 26,287</u>
Amounts recognized in accumulated other comprehensive loss:		
Net actuarial loss .....	\$ 7,335	\$ 7,149

Weighted-average assumptions used to determine the benefit obligation at year-end:

	<u>2016</u>	<u>2015</u>
Discount rate .....	3.85 %	4.00 %
Rate of compensation increase.....	N/A	N/A

Estimated benefit payments over the next ten years, which reflect anticipated future events, service and other assumptions, are as follows:

<u>Year</u>	<u>Estimated Benefit Payments</u>
	(Dollars in thousands)
2017 .....	\$ 1,133
2018 .....	1,549
2019 .....	1,559
2020 .....	1,608
2021 .....	1,658
2022 to 2026 .....	9,712
	<u>\$ 17,219</u>

The components of pension cost for the SERP follow:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Components of net periodic benefit cost:		
Service cost.....	\$ 534	\$ 862
Interest cost.....	1,035	883
Amortization of net actuarial loss.....	239	386
Net periodic benefit cost.....	<u>\$ 1,808</u>	<u>\$ 2,131</u>

The estimated net actuarial loss and prior service cost for the SERP that will be amortized from Accumulated Other Comprehensive Loss into net periodic benefit cost over the next fiscal year are \$276,000 and \$239,000 as of December 31, 2016 and 2015, respectively.

Net periodic benefit cost was determined using the following assumption:

	<u>2016</u>	<u>2015</u>
Discount rate . . . . .	4.00 %	3.65 %
Rate of compensation increase . . . . .	N/A	N/A

***Split-Dollar Life Insurance Benefit Plan***

The Company maintains life insurance policies for some current and some former directors and officers that are subject to split-dollar life insurance agreements, which continues after the participant’s employment and retirement. All participants are fully vested in their split-dollar life insurance benefits. The accrued benefit liability for the split-dollar insurance agreements represents either the present value of the future death benefits payable to the participants’ beneficiaries or the present value of the estimated cost to maintain life insurance, depending on the contractual terms of the participant’s underlying agreement.

The split-dollar life insurance projected benefit obligation is included in “Accrued interest payable and other liabilities” on the consolidated balance sheets. The measurement date of the split-dollar life insurance benefit plan is December 31.

The following sets forth the funded status of the split dollar life insurance benefits:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year . . . . .	\$ 6,215	\$ 4,641
Interest cost . . . . .	248	169
Actuarial (gain) loss . . . . .	(162)	1,405
Projected benefit obligation at end of year . . . . .	<u>\$ 6,301</u>	<u>\$ 6,215</u>

Amounts recognized in accumulated other comprehensive loss at December 31 consist of:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Net actuarial loss . . . . .	\$ 2,126	\$ 2,147
Prior transition obligation . . . . .	1,328	1,418
Accumulated other comprehensive loss . . . . .	<u>\$ 3,454</u>	<u>\$ 3,565</u>

Weighted-average assumption used to determine the benefit obligation at year-end follow:

	<u>2016</u>	<u>2015</u>
Discount rate . . . . .	3.85 %	4.00 %

Components of net periodic benefit cost during the year are:

	<u>2016</u>	<u>2015</u>
	(Dollars in thousands)	
Amortization of prior transition obligation . . . . .	\$ (51)	\$ (113)
Interest cost . . . . .	248	169
Net periodic benefit cost . . . . .	<u>\$ 197</u>	<u>\$ 56</u>

The estimated net actuarial loss and prior transition obligation for the split-dollar life insurance benefit plan that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year are \$90,000 as of December 31, 2016 and 2015.

Weighted-average assumption used to determine the net periodic benefit cost:

	<u>2016</u>	<u>2015</u>
Discount rate .....	4.00 %	3.65 %

## 15) Fair Value

Accounting guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data (for example, interest rates and yield curves observable at commonly quoted intervals, prepayment speeds, credit risks, and default rates).

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

### *Financial Assets and Liabilities Measured on a Recurring Basis*

The fair values of securities available-for-sale are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). The Company uses matrix pricing (Level 2 inputs) to establish the fair value of its securities available-for-sale.

The fair value of interest-only ("I/O") strip receivable assets is based on a valuation model used by a third party. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness (Level 2 inputs).

	<u>Balance</u>	<u>Fair Value Measurements Using</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
(Dollars in thousands)				
Assets at December 31, 2016				
Available-for-sale securities:				
Agency mortgage-backed securities .....	\$ 290,989	\$ —	\$ 290,989	\$ —
Trust preferred securities .....	15,600	—	15,600	—
I/O strip receivables .....	1,067	—	1,067	—
Assets at December 31, 2015				
Available-for-sale securities:				
Agency mortgage-backed securities .....	\$ 324,230	\$ —	\$ 324,230	\$ —
U.S. Treasury .....	30,003	30,003	—	—
Trust preferred securities .....	15,132	—	15,132	—
U.S. Government sponsored entities .....	9,041	—	9,041	—
Corporate bonds .....	6,673	—	6,673	—
I/O strip receivables .....	1,367	—	1,367	—

There were no transfers between Level 1 and Level 2 during the year for assets measured at fair value on a recurring basis.

**Financial Assets and Liabilities Measured on a Non-Recurring Basis**

The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. The appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Foreclosed assets are valued at the time the loan is foreclosed upon and the asset is transferred to foreclosed assets. The fair value is based primarily on third party appraisals, less costs to sell. The appraisals may utilize a single valuation approach or a combination of approaches including the comparable sales and income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value.

	<u>Balance</u>	<u>Fair Value Measurements Using</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
		<u>(Dollars in thousands)</u>		
Assets at December 31, 2016				
Impaired loans - held-for-investment:				
Commercial .....	\$ 165	—	—	\$ 165
Real estate:				
CRE .....	419	—	—	419
Land and construction.....	199	—	—	199
	<u>\$ 783</u>	—	—	<u>\$ 783</u>
Foreclosed assets:				
Land and construction.....	\$ 229	—	—	229
	<u>\$ 229</u>			<u>229</u>
Assets at December 31, 2015				
Impaired loans - held-for-investment:				
Commercial .....	\$ 1,333	—	—	\$ 1,333
Real estate:				
CRE .....	503	—	—	503
Land and construction.....	219	—	—	219
Home equity .....	647	—	—	647
	<u>\$ 2,702</u>	—	—	<u>\$ 2,702</u>

The following table shows the detail of the impaired loans held-for-investment and the impaired loans held-for-investment carried at fair value for the periods indicated:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
	<u>(Dollars in thousands)</u>	
Impaired loans held-for-investment:		
Book value of impaired loans held-for-investment carried at fair value	\$ 1,112	\$ 2,988
Book value of impaired loans held-for-investment carried at cost. . . .	2,078	3,539
Total impaired loans held-for-investment .....	<u>\$ 3,190</u>	<u>\$ 6,527</u>
Impaired loans held-for-investment carried at fair value:		
Book value of impaired loans held-for-investment carried at fair value	\$ 1,112	\$ 2,988
Specific valuation allowance .....	(329)	(286)
Impaired loans held-for-investment carried at fair value, net .....	<u>\$ 783</u>	<u>\$ 2,702</u>

Impaired loans held-for-investment were \$3,190,000 at December 31, 2016. There were no partial charge-offs at December 31, 2016. In addition, these loans had a specific valuation allowance of \$329,000 at December 31, 2016. Impaired loans held-for-investment totaling \$1,112,000 at December 31, 2016 were carried at fair value as a result of the

aforementioned partial charge-offs and specific valuation allowances at year-end. The remaining \$2,078,000 of impaired loans were carried at cost at December 31, 2016, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge-offs and changes in specific valuation allowances during 2016 on impaired loans held-for-investment carried at fair value at December 31, 2016 resulted in an additional provision for loan losses of \$320,000.

At December 31, 2016, foreclosed assets had a carrying amount of \$229,000, with no valuation allowance at December 31, 2016.

Impaired loans held-for-investment were \$6,527,000 at December 31, 2015. There were no partial charge offs at December 31, 2015. In addition, these loans had a specific valuation allowance of \$286,000 at December 31, 2015. Impaired loans held for investment totaling \$2,988,000 at December 31, 2015 were carried at fair value as a result of the aforementioned partial charge offs and specific valuation allowances at year end. The remaining \$3,539,000 of impaired loans were carried at cost at December 31, 2015, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge offs and changes in specific valuation allowances during 2015 on impaired loans held for investment carried at fair value at December 31, 2015 resulted in an additional provision for loan losses of \$156,000.

At December 31, 2015, foreclosed assets had a carrying amount of \$364,000, with no valuation allowance at December 31, 2015.

The following table presents quantitative information about level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis, except for consumer loans, at December 31, 2016 and 2015:

	<u>Fair Value</u>	<u>Valuation Techniques</u>	<u>December 31, 2016</u>	
			<u>Unobservable Inputs</u>	<u>Range (Weighted Average)</u>
(Dollars in thousands)				
Impaired loans - held-for-investment:				
Commercial . . . . .	\$ 165	Market Approach	Discount adjustment for differences between comparable sales	Less than 1 %
Real estate:				
CRE . . . . .	419	Market Approach	Discount adjustment for differences between comparable sales	0 % to 3 % (3)%
Land and construction . . . . .	199	Market Approach	Discount adjustment for differences between comparable sales	Less than 1 %
Foreclosed assets:				
Land and construction . . . . .	229	Market Approach	Discount adjustment for differences between comparable sales	0% to 2% (2)%

	December 31, 2015			
	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
(Dollars in thousands)				
Impaired loans - held-for-investment:				
Commercial . . . . .	\$ 1,333	Market Approach	Discount adjustment for differences between comparable sales	0% to 5% (5)%
Real estate:				
CRE . . . . .	503	Market Approach	Discount adjustment for differences between comparable sales	0% to 3% (3)%
Land and construction . . . . .	219	Market Approach	Discount adjustment for differences between comparable sales	Less than 1 %
Home equity . . . . .	647	Market Approach	Discount adjustment for differences between comparable sales	0% to 2% (2)%
Foreclosed assets:				
Land and construction . . . . .	31	Market Approach	Discount adjustment for differences between comparable sales	Less than 1%

The Company obtains third party appraisals on its impaired loans held-for-investment and foreclosed assets to determine fair value. Generally, the third party appraisals apply the “market approach,” which is a valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business. Adjustments are then made based on the type of property, age of appraisal, current status of property and other related factors to estimate the current value of collateral.

The carrying amounts and estimated fair values of the Company’s financial instruments, at year-end were as follows:

	December 31, 2016 Estimated Fair Value				
	Carrying Amounts	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
(Dollars in thousands)					
<b>Assets:</b>					
Cash and cash equivalents . . . . .	\$ 266,103	\$ 266,103	\$ —	\$ —	\$ 266,103
Securities available-for-sale . . . . .	306,589	—	306,589	—	306,589
Securities held-to-maturity . . . . .	324,010	—	318,748	—	318,748
Loans (including loans held-for-sale), net FHLB stock, FRB stock, and other investments . . . . .	1,489,223	—	5,705	1,535,485	1,541,190
Accrued interest receivable . . . . .	15,196	—	—	—	N/A
I/O strips receivables . . . . .	6,859	—	1,961	4,898	6,859
I/O strips receivables . . . . .	1,067	—	1,067	—	1,067
<b>Liabilities:</b>					
Time deposits . . . . .	\$ 224,717	\$ —	\$ 225,047	\$ —	\$ 225,047
Other deposits . . . . .	2,037,423	—	2,037,423	—	2,037,423
Accrued interest payable . . . . .	168	—	168	—	168

	December 31, 2015 Estimated Fair Value				
	Carrying Amounts	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(Dollars in thousands)				
<b>Assets:</b>					
Cash and cash equivalents . . . . .	\$ 344,092	\$ 344,092	\$ —	\$ —	\$ 344,092
Securities available-for-sale . . . . .	385,079	30,003	355,076	—	385,079
Securities held-to-maturity . . . . .	109,311	—	109,821	—	109,821
Loans (including loans held-for-sale), net FHLB stock, FRB stock, and other investments . . . . .	1,347,087	—	7,297	1,337,939	1,345,236
Accrued interest receivable . . . . .	12,694	—	—	—	N/A
I/O strips receivables . . . . .	5,043	—	1,654	3,389	5,043
	1,367	—	1,367	—	1,367
<b>Liabilities:</b>					
Time deposits . . . . .	\$ 244,861	\$ —	\$ 245,279	\$ —	\$ 245,279
Other deposits . . . . .	1,817,914	—	1,817,914	—	1,817,914
Short-term borrowings . . . . .	3,000	—	3,000	—	3,000
Accrued interest payable . . . . .	195	—	195	—	195

The methods and assumptions, not previously discussed, used to estimate the fair value are described as follows:

#### *Cash and Cash Equivalents*

The carrying amounts of cash on hand, noninterest and interest bearing due from bank accounts approximate fair values and are classified as Level 1.

#### *Loans*

The fair value of loans held-for-sale is estimated based upon binding contracts and quotes from third party investors resulting in a Level 2 classification.

Fair values of loans, excluding loans held for sale, are estimated as follows: For variable rate loans that repriced frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

#### *FHLB and FRB Stock*

It was not practical to determine the fair value of FHLB and FRB stock due to the restrictions placed on transferability.

#### *Accrued Interest Receivable/Payable*

The carrying amounts of accrued interest approximate fair value resulting in a Level 2 or Level 3 classification.

#### *Deposits*

The fair values disclosed for demand deposits (e.g., interest and noninterest checking, passbook savings, and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in a Level 2 classification. The carrying amounts of variable rate, fixed-term money market accounts approximate their fair values at the reporting date resulting in a Level 2 classification. The carrying amounts of variable rate, certificates of deposit approximate their fair values at the reporting date resulting in a Level 2 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flows calculation that

applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

### ***Off-Balance Sheet Items***

Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

### ***Limitations***

Fair value estimates are made at a specific point in time, based on relevant market information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time the entire holdings of a particular financial instrument. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

## **16) Commitments and Contingencies**

### ***Financial Instruments with Off-Balance Sheet Risk***

HBC is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its clients. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the balance sheets.

HBC's exposure to credit loss in the event of non-performance of the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. HBC uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Credit risk is the possibility that a loss may occur because a party to a transaction failed to perform according to the terms of the contract. HBC controls the credit risk of these transactions through credit approvals, limits, and monitoring procedures. Management does not anticipate any significant losses as a result of these transactions.

Commitments to extend credit were as follows:

	<u>December 31, 2016</u>		<u>December 31, 2015</u>	
	<u>Fixed Rate</u>	<u>Variable Rate</u>	<u>Fixed Rate</u>	<u>Variable Rate</u>
	(Dollars in thousands)			
Unused lines of credit and commitments to make loans .....	\$ 15,556	\$ 565,166	\$ 16,917	\$ 539,897
Standby letters of credit .....	3,921	11,837	3,402	13,458
	<u>\$ 19,477</u>	<u>\$ 577,003</u>	<u>\$ 20,319</u>	<u>\$ 553,355</u>

Commitments generally expire within one year.

Standby letters of credit are written with conditional commitments issued by HBC to guarantee the performance of a client to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to clients.

The Company is required to maintain interest-bearing reserves. Reserve requirements are based on a percentage of certain deposits. As of December 31, 2016, the Company maintained reserves of \$28,167,000 in the form of vault cash and balances at the Federal Reserve Bank of San Francisco, which satisfied the regulatory requirements.



## *Loss Contingencies*

The Company's policy is to accrue for legal costs associated with both asserted and unasserted claims when it is probable that such costs will be incurred and such costs can be reasonably estimated. A number of parties filed complaints in the Superior Court of California for the County of Santa Clara asserting certain claims against the Company arising from the transfer of funds. During the fourth quarter the Company reached settlements with each of the parties in amounts not material to the Company.

## **17) Shareholders' Equity and Earnings Per Share**

**Series C Preferred Stock**—On June 21, 2010, the Company issued to various institutional investors 21,004 shares of Series C Convertible Perpetual Preferred Stock ("Series C Preferred Stock"). The Series C Preferred Stock was mandatorily convertible into 5,601,000 shares of common stock at a conversion price of \$3.75 per share upon a subsequent transfer of the Series C Preferred Stock to third parties not affiliated with the holder in a widely dispersed offering. The Series C Preferred Stock was non-voting except in the case of certain transactions that would affect the rights of the holders of the Series C Preferred Stock or applicable law. The holders of Series C Preferred Stock received dividends on an as converted basis when dividends were also declared for holders of common stock. The Series C Preferred Stock was not redeemable by the Company or by the holders and had a liquidation preference of \$1,000 per share. The Series C Preferred Stock ranked senior to the Company's common stock.

On September 12, 2016, the Company entered into Exchange Agreements with Castle Creek Capital Partners IV, LP, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. (collectively "Preferred Stockholders") providing for the exchange of 21,003.75 shares of the Company's Series C convertible perpetual stock, no par value ("Series C Preferred Stock") for 5,601,000 shares of the Company's common stock, no par value. The exchange ratio was equal to the equivalent number of shares the Preferred Stockholders would have received upon conversion of the Series C Preferred Stock. During the fourth quarter of 2016, Castle Creek Capital Partners IV, LP, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. sold all of their shares of common stock.

**Dividends**—On January 26, 2017, the Company announced that its Board of Directors declared a \$0.10 per share quarterly cash dividend to holders of common stock and Series C preferred stock (on an as converted basis). The dividend was paid on February 24, 2017, to shareholders of record at close of business day on February 10, 2017.

**Earnings Per Share**—Basic earnings per common share is computed by dividing net income, less dividends and discount accretion on preferred stock, by the weighted average common shares outstanding. The Series C Preferred Stock participated in the earnings of the Company prior to the exchange for common stock and, therefore, the shares issued on the conversion of the Series C Preferred Stock were considered outstanding under the two-class method of computing basic earnings per common share during periods of earnings. Diluted earnings per share reflect potential dilution from outstanding stock options using the treasury stock method. A reconciliation of these factors used in computing basic and diluted earnings per common share is as follows:

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands, except per share amounts)		
Net income available to common shareholders . . . . .	\$ 25,869	\$ 14,705	\$ 12,419
Less: undistributed earnings allocated to Series C Preferred Stock . . . . .	(1,278)	(912)	(1,342)
Distributed and undistributed earnings allocated to common shareholders. . . . .	<u>\$ 24,591</u>	<u>\$ 13,793</u>	<u>\$ 11,077</u>
Weighted average common shares outstanding for basic earnings per common share . . . . .	33,933,806	28,567,213	26,390,615
Dilutive effect of stock options outstanding, using the the treasury stock method . . . . .	285,315	218,865	135,667
Shares used in computing diluted earnings per common share. . . . .	<u>34,219,121</u>	<u>28,786,078</u>	<u>26,526,282</u>
Basic earnings per share . . . . .	\$ 0.72	\$ 0.48	\$ 0.42
Diluted earnings per share . . . . .	\$ 0.72	\$ 0.48	\$ 0.42

## 18) Capital Requirements

The Company and its subsidiary bank are subject to various regulatory capital requirements administered by the banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possibly additional discretionary—actions by regulators that, if undertaken, could have a direct material effect on the Company’s financial statements and operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and HBC must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. There are no conditions or events since December 31, 2016, that management believes have changed the categorization of the Company or HBC as well-capitalized.”

As of January 1, 2015, HCC and HBC along with other community banking organizations became subject to new capital requirements and certain provisions of the new rules will be phased in from 2015 through 2019. The Federal Banking regulators approved the new rules to implement the revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and address relevant provisions of The Dodd Frank Wall Street Reform and Consumer Protection Act of 2010, as amended. The Company’s consolidated capital ratios and the Bank’s capital ratios exceeded the regulatory guidelines for a well-capitalized financial institution under the Basel III regulatory requirements at December 31, 2016.

Quantitative measures established by regulation to help ensure capital adequacy require the Company and HBC to maintain minimum amounts and ratios (set forth in the tables below) of total, Tier 1 capital, and common equity Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of December 31, 2016 and December 31, 2015, the Company and HBC met all capital adequacy guidelines to which they were subject.

The Company's consolidated capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of December 31, 2016, and December 31, 2015.

	Actual		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio (1)
(Dollars in thousands)				
<u>As of December 31, 2016</u>				
Total Capital . . . . . (to risk-weighted assets)	\$ 234,629	12.5 %	\$ 161,868	8.625 %
Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 214,924	11.5 %	\$ 124,333	6.625 %
Common Equity Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 214,924	11.5 %	\$ 96,183	5.125 %
Tier 1 Capital . . . . . (to average assets)	\$ 214,924	8.5 %	\$ 100,625	4.000 %

(1) Includes 0.625% capital conservation buffer, effective January 1, 2016, except the Tier 1 Capital to average assets ratio.

	Actual		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio
(Dollars in thousands)				
<u>As of December 31, 2015</u>				
Total Capital . . . . . (to risk-weighted assets)	\$ 218,915	12.5 %	\$ 140,041	8.0 %
Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 199,299	11.4 %	\$ 105,031	6.0 %
Common Equity Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 181,221	10.4 %	\$ 78,773	4.5 %
Tier 1 Capital . . . . . (to average assets)	\$ 199,299	8.6 %	\$ 92,918	4.0 %

HBC's actual capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of December 31, 2016, and December 31, 2015.

	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio (1)
	(Dollars in thousands)					
<u>As of December 31, 2016</u>						
Total Capital . . . . . (to risk-weighted assets)	\$ 231,069	12.3 %	\$ 187,602	10.0 %	\$ 161,807	8.625 %
Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 211,364	11.3 %	\$ 150,082	8.0 %	\$ 124,287	6.625 %
Common Equity Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 211,364	11.3 %	\$ 121,942	6.5 %	\$ 96,146	5.125 %
Tier 1 Capital . . . . . (to average assets)	\$ 211,364	8.4 %	\$ 125,746	5.0 %	\$ 100,597	4.000 %

(1) Includes 0.625% capital conservation buffer, effective January 1, 2016, except the Tier 1 Capital to average assets ratio.

	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
<u>As of December 31, 2015</u>						
Total Capital . . . . . (to risk-weighted assets)	\$ 219,943	12.6 %	\$ 175,022	10.0 %	\$ 140,018	8.0 %
Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 200,327	11.4 %	\$ 140,018	8.0 %	\$ 105,013	6.0 %
Common Equity Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 200,327	11.4 %	\$ 113,764	6.5 %	\$ 78,760	4.5 %
Tier 1 Capital . . . . . (to average assets)	\$ 200,327	8.6 %	\$ 116,112	5.0 %	\$ 92,889	4.0 %

HCC is dependent upon dividends from HBC. Under California General Corporation Law, the holders of common stock are entitled to receive dividends when and as declared by the Board of Directors, out of funds legally available. The California Financial Code provides that a state licensed bank may not make a cash distribution to its shareholders in excess of the lesser of the following: (i) the bank's retained earnings; or (ii) the bank's net income for its last three fiscal years, less the amount of any distributions made by the bank to its shareholders during such period. However, a bank, with the prior approval of the Commissioner of the California Department of Business Oversight—Division of Financial Institutions ("DBO") may make a distribution to its shareholders of an amount not to exceed the greater of (i) a bank's retained earnings; (ii) its net income for its last fiscal year; or (iii) its net income for the current fiscal year. Also with the prior approval of the Commissioner of the DBO and the shareholders of the bank, the bank may make a distribution to its shareholders, as a reduction in capital of the bank. In the event that the Commissioner determines that the shareholders' equity of a bank is inadequate or that the making of a distribution by a bank would be unsafe or unsound, the Commissioner may order a bank to refrain from making such a proposed distribution. As of December 31, 2016, HBC would not be required to obtain regulatory approval, and the amount available for cash dividends is \$4,361,000. Similar restrictions applied to the amount and sum of loan advances and other transfers of funds from HBC to the parent company. HBC distributed dividends totaling \$18,000,000 for the year ended December 31, 2016.

## 19) Noninterest Expense

The following table indicates the percentage of noninterest expense in each category for the periods indicated:

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands)		
Salaries and employee benefits	\$ 34,660	\$ 35,146	\$ 26,250
Occupancy and equipment	4,378	4,300	4,053
Professional fees	3,471	1,828	1,891
Software subscriptions	1,573	1,214	999
Amortization on intangible assets	1,568	1,043	510
Data processing	1,331	1,371	969
Insurance expense	1,275	1,127	1,126
FDIC deposit insurance premiums	1,160	1,092	892
Foreclosed assets	25	(94)	53
Acquisition and integration related costs(1)	—	3,546	895
Other	8,198	8,100	6,584
Total	<u>\$ 57,639</u>	<u>\$ 58,673</u>	<u>\$ 44,222</u>

(1) Does not include pre-tax severance and retention cost of \$2,887,000, which is included in salaries and employee benefits for the year ended December 31, 2015.

## 20) Business Segment Information

The following presents the Company's operating segments. The Company operates through two business segments: Banking segment and Factoring segment. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate and funding costs. The provision for loan loss is allocated based on the segment's allowance for loan loss determination which considers the effects of charge-offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring originated by Bay View Funding, which has been included in the results of operations since the acquisition on November 1, 2014.

	At or for Year Ended December 31, 2016		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	\$ 82,175	\$ 12,256	\$ 94,431
Intersegment interest allocations	1,163	(1,163)	—
Total interest expense	<u>3,211</u>	<u>—</u>	<u>3,211</u>
Net interest income	80,127	11,093	91,220
Provision for loan losses	<u>1,181</u>	<u>56</u>	<u>1,237</u>
Net interest income after provision	78,946	11,037	89,983
Noninterest income	10,821	804	11,625
Noninterest expense	50,298	7,341	57,639
Intersegment expense allocations	<u>804</u>	<u>(804)</u>	<u>—</u>
Income before income taxes	40,273	3,696	43,969
Income tax expense	<u>15,036</u>	<u>1,552</u>	<u>16,588</u>
Net income	<u>\$ 25,237</u>	<u>\$ 2,144</u>	<u>\$ 27,381</u>
Total assets	\$ 2,507,121	\$ 63,759	\$ 2,570,880
Loans, net of deferred fees	\$ 1,452,991	\$ 49,616	\$ 1,502,607
Goodwill	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operations

	<b>At or for Year Ended December 31, 2015</b>		
	<b>Banking(1)</b>	<b>Factoring</b>	<b>Consolidated</b>
	(Dollars in thousands)		
Interest income . . . . .	\$ 66,306	\$ 12,437	\$ 78,743
Intersegment interest allocations . . . . .	1,087	(1,087)	—
Total interest expense . . . . .	<u>2,422</u>	<u>—</u>	<u>2,422</u>
Net interest income . . . . .	64,971	11,350	76,321
Provision (credit) for loan losses . . . . .	<u>(156)</u>	<u>188</u>	<u>32</u>
Net interest income after provision . . . . .	65,127	11,162	76,289
Noninterest income . . . . .	8,234	751	8,985
Noninterest expense . . . . .	51,438	7,235	58,673
Intersegment expense allocations . . . . .	<u>386</u>	<u>(386)</u>	<u>—</u>
Income before income taxes . . . . .	22,309	4,292	26,601
Income tax expense . . . . .	<u>8,301</u>	<u>1,803</u>	<u>10,104</u>
Net income . . . . .	<u>\$ 14,008</u>	<u>\$ 2,489</u>	<u>\$ 16,497</u>
Total assets . . . . .	\$ 2,306,543	\$ 55,036	\$ 2,361,579
Loans, net of deferred fees . . . . .	\$ 1,318,657	\$ 40,059	\$ 1,358,716
Goodwill . . . . .	\$ 32,620	\$ 13,044	\$ 45,664

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(1) Includes the holding company's results of operations

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	<b>At or for Year Ended December 31, 2014</b>		
	<b>Banking(1)</b>	<b>Factoring (2)</b>	<b>Consolidated</b>
	(Dollars in thousands)		
Interest income . . . . .	\$ 57,178	\$ 2,078	\$ 59,256
Intersegment interest allocations . . . . .	31	(31)	—
Total interest expense . . . . .	<u>2,033</u>	<u>120</u>	<u>2,153</u>
Net interest income . . . . .	55,176	1,927	57,103
Provision (credit) for loan losses . . . . .	<u>(338)</u>	<u>—</u>	<u>(338)</u>
Net interest income after provision . . . . .	55,514	1,927	57,441
Noninterest income . . . . .	7,662	84	7,746
Noninterest expense . . . . .	43,132	1,090	44,222
Income before income taxes . . . . .	20,044	921	20,965
Income tax expense . . . . .	<u>7,151</u>	<u>387</u>	<u>7,538</u>
Net income . . . . .	<u>\$ 12,893</u>	<u>\$ 534</u>	<u>\$ 13,427</u>
Total assets . . . . .	\$ 1,561,911	\$ 55,192	\$ 1,617,103
Loans, net of deferred fees . . . . .	\$ 1,048,631	\$ 40,012	\$ 1,088,643
Goodwill . . . . .	\$ —	\$ 13,044	\$ 13,044

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(1) Includes the holding company's results of operations

(2) Includes two months of Bay View Funding's results of operation

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## 21) Parent Company only Condensed Financial Information

The condensed financial statements of Heritage Commerce Corp (parent company only) are as follows:

### Condensed Balance Sheets

	December 31,	
	2016	2015
	(Dollars in thousands)	
<b>Assets</b>		
Cash and cash equivalents .....	\$ 2,851	\$ 1,686
Investment in subsidiary bank .....	256,174	246,357
Other assets .....	825	400
Total assets .....	<u>\$ 259,850</u>	<u>\$ 248,443</u>
<b>Liabilities and Shareholder's Equity</b>		
Short-term borrowings .....	—	3,000
Other liabilities .....	—	7
Shareholder's equity .....	259,850	245,436
Total liabilities and shareholder's equity .....	<u>\$ 259,850</u>	<u>\$ 248,443</u>

### Condensed Statements of Operations

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands)		
Dividend from subsidiary bank .....	\$ 18,000	\$ —	\$ —
Interest expense .....	(11)	(18)	—
Other expenses .....	<u>(2,568)</u>	<u>(2,705)</u>	<u>(2,033)</u>
Income (loss) before income taxes and equity in net income of subsidiary bank .....	15,421	(2,723)	(2,033)
Equity in net income of subsidiary bank:			
Net income of subsidiary bank .....	10,897	18,081	14,614
Income tax benefit .....	<u>1,063</u>	<u>1,139</u>	<u>846</u>
Net income .....	27,381	16,497	13,427
Dividends and discount accretion on preferred stock .....	<u>(1,512)</u>	<u>(1,792)</u>	<u>(1,008)</u>
Net income available to common shareholders .....	<u>\$ 25,869</u>	<u>\$ 14,705</u>	<u>\$ 12,419</u>

### Condensed Statements of Cash Flows

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands)		
Cash flows from operating activities:			
Net Income .....	\$ 27,381	\$ 16,497	\$ 13,427
Adjustments to reconcile net income to net cash provided by (used in) operations:			
Amortization of restricted stock award, net of forfeitures and taxes .....	479	265	(9)
Equity in undistributed loss/(net income) of subsidiary bank .....	(10,897)	(18,081)	(14,614)
Net change in other assets and liabilities .....	<u>(109)</u>	<u>269</u>	<u>(2,158)</u>
Net cash provided by (used in) operating activities .....	16,854	(1,050)	(3,354)
Cash flows from financing activities:			
Net change in purchased funds and other short-term borrowings .....	(3,000)	3,000	—
Payment of cash dividends .....	(13,627)	(10,738)	(5,758)
Proceeds from issuance of common stock, net of issuance costs .....	938	315	262
Net cash used in financing activities .....	<u>(15,689)</u>	<u>(7,423)</u>	<u>(5,496)</u>
Net increase (decrease) in cash and cash equivalents .....	1,165	(8,473)	(8,850)
Cash and cash equivalents, beginning of year .....	1,686	10,159	19,009
Cash and cash equivalents, end of year .....	<u>\$ 2,851</u>	<u>\$ 1,686</u>	<u>\$ 10,159</u>

## 22) Quarterly Financial Data (Unaudited)

The following table discloses the Company's selected unaudited quarterly financial data:

	Quarter Ended			
	12/31/2016	9/30/2016	6/30/2016	3/31/2016
	(Dollars in thousands, except per share amounts)			
Interest income	\$ 23,991	\$ 23,874	\$ 23,504	\$ 23,062
Interest expense	867	826	760	758
Net interest income	23,124	23,048	22,744	22,304
Provision for loan losses	240	245	351	401
Net interest income after provision for loan losses	22,884	22,803	22,393	21,903
Noninterest income	3,039	2,312	3,660	2,614
Noninterest expense	14,277	14,296	14,381	14,685
Income before income taxes	11,646	10,819	11,672	9,832
Income tax expense	4,431	4,054	4,377	3,726
Net income	7,215	6,765	7,295	6,106
Dividends on preferred stock	—	(504)	(504)	(504)
Net income available to common shareholders	7,215	6,261	6,791	5,602
Undistributed earnings allocated to Series C Preferred Stock	—	(300)	(575)	(403)
Distributed and undistributed earnings allocated to common shareholders	\$ 7,215	\$ 5,961	\$ 6,216	\$ 5,199
Earnings per common share				
Basic	\$ 0.19	\$ 0.18	\$ 0.19	\$ 0.16
Diluted	\$ 0.19	\$ 0.18	\$ 0.19	\$ 0.16

	Quarter Ended (1)			
	12/31/2015	9/30/2015	6/30/2015	3/31/2015
	(Dollars in thousands, except per share amounts)			
Interest income	\$ 22,896	\$ 20,306	\$ 18,175	\$ 17,366
Interest expense	758	623	533	508
Net interest income	22,138	19,683	17,642	16,858
Provision for loan losses	371	(301)	22	(60)
Net interest income after provision for loan losses	21,767	19,984	17,620	16,918
Noninterest income	2,829	2,066	2,164	1,926
Noninterest expense	17,361	16,419	12,617	12,276
Income before income taxes	7,235	5,631	7,167	6,568
Income tax expense	2,812	2,172	2,690	2,430
Net income	4,423	3,459	4,477	4,138
Dividends on preferred stock	(448)	(448)	(448)	(448)
Net income available to common shareholders	3,975	3,011	4,029	3,690
Undistributed earnings allocated to Series C Preferred Stock	(209)	(111)	(331)	(274)
Distributed and undistributed earnings allocated to common shareholders	\$ 3,766	\$ 2,900	\$ 3,698	\$ 3,416
Earnings per common share				
Basic	\$ 0.12	\$ 0.10	\$ 0.14	\$ 0.13
Diluted	\$ 0.12	\$ 0.10	\$ 0.14	\$ 0.13

(1) Pre-tax severance, retention and acquisition and integration costs included in noninterest expense were \$2,991,000, \$2,865,000, \$423,000, and \$119,000, for the fourth, third, second, and first quarters of 2015, respectively.



## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated April 23, 2015, by and among Heritage Commerce Corp, Heritage Bank of Commerce and Focus Business Bank (incorporated by reference from the Registrant's Current Report on Form 8-K filed on April 23, 2015)
3.1	Restated Articles of Incorporation of Heritage Commerce Corp (incorporated by reference from the Registrant's Annual Report on Form 10-K filed on March 4, 2010)
3.2	Certificate of Amendment of Articles of Incorporation of Heritage Commerce Corp, as filed with the California Secretary of State on June 1, 2010 (incorporated by reference from the Registration Statement on Form S-1 filed July 23, 2010)
3.3	Bylaws, as amended, of Heritage Commerce Corp (incorporated by reference from the Registrant's Current Report Form 8-K filed June 28, 2013)
10.1	Real Property Lease for Registrant's Principle Office dated April 13, 2000 (incorporated by reference from Registrant's Annual Report on Form 10-K filed on March 6, 2015)
10.2	Sixth Amendment to Lease for Registrant's Principle Office dated November 17, 2014 (incorporated by reference from Registrant's Annual Report on Form 10-K filed on March 6, 2015)
*10.3	Heritage Commerce Corp Management Incentive Plan (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed May 3, 2005)
*10.4	Amended and Restated 2004 Equity Plan (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed June 2, 2009)
*10.5	Restricted Stock Agreement with Walter Kaczmarek dated March 17, 2005 (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed March 22, 2005)
*10.6	2004 Stock Option Agreement with Walter Kaczmarek dated March 17, 2005 (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed March 22, 2005)
*10.7	Non-qualified Deferred Compensation Plan (incorporated herein by reference from the Registrant's Annual Report on Form 10-K filed March 31, 2005)
*10.8	Amended and Restated Employment Agreement with Walter Kaczmarek, dated October 17, 2007 (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed October 22, 2007)
*10.9	Amended and Restated Employment Agreement with Lawrence McGovern, dated July 21, 2011 (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed July 21, 2011)
*10.10	Employment Agreement with Michael E. Benito, dated February 1, 2012 (incorporated by reference from the Registrant's Current Report on Form 8-K filed February 1, 2012)
*10.11	Employment Agreement with David Porter, dated June 25, 2012 (incorporated by reference from the Registrant's Current Report on Form 8-K filed June 25, 2012)
*10.12	Employment Agreement with Keith Wilton, dated February 18, 2014 (incorporated by reference from the Registrant's Current Report on Form 8-K filed February 20, 2014)
*10.13	Form of Stock Option Agreement For Amended and Restated 2004 Equity Plan (incorporated by reference from the Registrant's Annual Report on Form 10-K filed March 9, 2012)
*10.14	Form of Restricted Stock Agreement For Amended and Restated 2004 Equity Plan (incorporated by reference from the Registrant's Annual Report on Form 10-K filed March 9, 2012)
*10.15	2013 Equity Incentive Plan (incorporated by reference from the Registrant's Registration Statement in Form S-8 filed July 15, 2013)
*10.16	Form of Restricted Stock Agreement For 2013 Equity Incentive Plan (incorporated by reference from the Registrant's Registration Statement on Form S-8 filed July 15, 2013)
*10.17	Form of Stock Option Agreement for 2013 Equity Incentive Plan (incorporated by reference from the Registrant's Registration Statement on Form S-8 filed July 15, 2013)
*10.18	2005 Amended and Restated Heritage Commerce Corp Supplemental Retirement Plan (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed September 30, 2008)
*10.19	Form of Endorsement Method Split Dollar Plan Agreement for Executive Officers (incorporated herein by reference from the Registrant's Annual Report on Form 10-K filed March 17, 2008)
*10.20	Form of Endorsement Method Split Dollar Plan Agreement for Directors (incorporated herein by reference from the Registrant's Annual Report on Form 10-K filed March 17, 2008)
*10.21	Amendment No. 1 to Employment Agreement, dated December 29, 2008 between the Company and Walter T. Kaczmarek (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed January 2, 2009)

Exhibit Number	Description
*10.22	First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Jack Conner and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed January 2, 2009)
*10.23	First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Frank Bisceglia and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed January 2, 2009)
*10.24	First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Robert Moles and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed January 2, 2009)
*10.25	First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Ranson Webster and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed January 2, 2009)
10.26	Form of Indemnification Agreement between the Registrant and its directors and executive officers (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed December 23, 2009)
10.27	Stock Purchase Agreement, between Heritage Bank of Commerce, BVF Acquisition Corp and the stockholders named therein dated October 8, 2014 (incorporated herein from the Registrant's Current Report on Form 8-K, as filed October 9, 2014)
21.1	Subsidiaries of the Registrant
23.1	Consent of Crowe Horwath LLP
31.1	Certification of Registrant's Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002
31.2	Certification of Registrant's Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002
32.1	Certification of Registrant's Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
32.2	Certification of Registrant's Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
101.INS	XBRL Instance Document, filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document, filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, filed herewith

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\* Management contract or compensatory plan or arrangement.

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**CERTIFICATIONS UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002  
REGARDING THE ANNUAL REPORT ON FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2016**

I, Walter T. Kaczmarek, certify that:

1. I have reviewed this Annual Report on Form 10-K for the Year Ended December 31, 2016 of Heritage Commerce Corp;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ WALTER T. KACZMAREK

\_\_\_\_\_  
Walter T. Kaczmarek  
*President and Chief Executive Officer*  
Heritage Commerce Corp

Date: March 3, 2017

**CERTIFICATIONS UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002  
REGARDING THE ANNUAL REPORT ON FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2016**

I, Lawrence D. McGovern, certify that:

1. I have reviewed this Annual Report on Form 10-K for the Year Ended December 31, 2016 of Heritage Commerce Corp;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ LAWRENCE D. MCGOVERN

\_\_\_\_\_  
Lawrence D. McGovern

*Executive Vice President and Chief Financial Officer*  
Heritage Commerce Corp

Date: March 3, 2017

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
REGARDING THE ANNUAL REPORT ON FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2016**

In connection with the Annual Report of Heritage Commerce Corp (the “Company”) on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Walter T. Kaczmarek, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WALTER T. KACZMAREK

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Walter T. Kaczmarek  
*President and Chief Executive Officer*  
Heritage Commerce Corp

March 3, 2017

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
REGARDING THE ANNUAL REPORT ON FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2016**

In connection with the Annual Report of Heritage Commerce Corp (the “Company”) on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Lawrence D. McGovern, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ LAWRENCE D. MCGOVERN

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Lawrence D. McGovern  
*Executive Vice President and Chief Financial Officer*  
Heritage Commerce Corp

March 3, 2017

## Board of Directors

Jack W. Conner, Chairman  
Julianne Biagini-Komas  
Frank G. Bisceglia  
J. Philip DiNapoli  
Steven L. Hallgrimson  
Walter T. Kaczmarek  
Robert T. Moles  
Laura Roden  
Ranson W. Webster

## Executive Management

Walter T. Kaczmarek  
*President and Chief Executive Officer*

Keith A. Wilton  
*President, Heritage Bank of Commerce  
Chief Operating Officer*

Michael E. Benito  
*Executive Vice President  
Banking Division*

William J. Del Biaggio, Jr.  
*Executive Vice President  
Marketing & Community Relations*

Robert P. Gionfriddo  
*Executive Vice President  
Director of Business Development*

Lawrence D. McGovern  
*Executive Vice President  
Chief Financial Officer*

David E. Porter  
*Executive Vice President  
Chief Credit Officer*

Teresa L. Powell  
*Executive Vice President  
Director of HOA & Deposit Services*

Deborah K. Reuter  
*Executive Vice President  
Chief Risk Officer & Corporate Secretary*

Larry G. St. Regis  
*Executive Vice President  
Chief Technology Officer*

May K.Y. Wong  
*Executive Vice President  
Controllor*

## Subsidiary Bank Offices Heritage Bank of Commerce

**San Jose Main**  
150 Almaden Boulevard  
San Jose, CA 95113  
408.947.6900

**Danville**  
387 Diablo Road  
Danville, CA 94526  
925.314.2851

**Fremont**  
3137 Stevenson Boulevard  
Fremont, CA 94538  
510.445.0400

**Gilroy**  
7598 Monterey Street  
Suite 110  
Gilroy, CA 95020  
408.842.8310

**Hollister**  
351 Tres Pinos Road  
Suite 102A  
Hollister, CA 95023  
831.637.2152

**Los Altos**  
419 S. San Antonio Road  
Los Altos, CA 94022  
650.941.9300

**Los Gatos**  
15575 Los Gatos Boulevard  
Building B  
Los Gatos, CA 95032  
408.356.6190

**Morgan Hill**  
18625 Sutter Boulevard  
Suite 100  
Morgan Hill, CA 95037  
408.778.2320

**Pleasanton**  
300 Main Street  
Pleasanton, CA 94566  
925.314.2876

**Sunnyvale**  
333 W. El Camino Real  
Suite 150  
Sunnyvale, CA 94087  
650.919.2159

**Walnut Creek**  
101 Ygnacio Valley Road  
Suite 100  
Walnut Creek, CA 94596  
925.930.9287

**Bay View Funding**  
Administrative Office  
2933 Bunker Hill Lane  
Suite 210  
Santa Clara, CA 95054  
650.294.6600

## Heritage Commerce Corp Investor Relations Contact

Deborah K. Reuter  
*Executive Vice President  
Chief Risk Officer & Corporate Secretary*

**Transfer Agent**  
Wells Fargo Bank, N.A.  
Shareowner Services  
1110 Centre Pointe Curve  
Suite 101  
Mendota Heights, MN 55120  
1.800.468.9716

## Independent Auditors

Crowe Horwath LLP  
400 Capitol Mall  
Suite 1400  
Sacramento, CA 95814  
916.441.1000

## Corporate Counsel

Buchalter  
A Professional Corporation  
1000 Wilshire Boulevard  
Suite 1500  
Los Angeles, CA 90017  
213.891.0700

To get further information on Heritage Commerce Corp, or to receive regular financial updates, please visit our web site at [HeritageCommerceCorp.com](http://HeritageCommerceCorp.com) and click on "Information Request."

Member FDIC

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