

# 2018 Annual Report on Form 10-K

2019 Notice of Annual Meeting of Shareholders  
2019 Annual Meeting Proxy Statement

# To Our Shareholders

April 15, 2019

Dear Fellow Shareholders:

Heritage Commerce Corp delivered another year of strong financial performance in 2018, demonstrating the momentum we generated from both our legacy banking franchise, and the strategic acquisitions we have integrated into our brand since 2014. In the past five years, our assets have almost doubled, growing 91% to \$3.1 billion and profits have risen 219% to \$35.3 million, or \$0.84 per average diluted common share, reflecting our solid performance across the board. Earnings for the year ended December 31, 2018, were boosted by positive operating leverage from the acquisitions, lower federal income taxes and a strong net interest margin.

We have significantly expanded our franchise, regional foot print and offerings over the past five years through the targeted acquisitions of four companies: Bay View Funding in 2014, Focus Business Bank in 2015, and, more recently, Tri-Valley Bank and United American Bank in the second quarter of 2018. Through these successful acquisitions, we have expanded our services and added experienced bankers. At the same time, we cultivated long-term client relationships, resulting in a larger loan portfolio and deposit base. At Heritage, everything we do is focused on relationship banking by fostering long-term value for our shareholders, strengthening relationships with our customers and communities, and supporting our loyal employees.

Due to our success and desire to reward our shareholders, we again raised our quarterly cash dividend 9% to \$0.12 per share in January 2019 for the seventh consecutive year.

## 2018 Highlights:

- Year-over-year profitability improved by 48% to \$35.3 million for the full year of 2018, or \$0.84 per diluted share, primarily from a 20% increase in net interest income and a decline in the effective tax rate to 27.4%.
- We acquired Tri-Valley Bank and United American Bank in the second quarter of 2018, adding \$343 million in loans and \$417 million in deposits.
- Our profit metrics were stellar for 2018, with return on average equity increasing to 10.79% compared to 8.86% for year-end 2017 and return on average assets improving to 1.16% from 0.86% for year-end 2017.
- Net interest margin improved by 32 basis points to 4.31% compared to 3.99% for the year ended December 31, 2017.
- At year-end 2018, total assets increased 9%, total loans increased 19%, and total deposits increased 6%, compared to year-end 2017.
- Credit quality is sound with non-performing assets at 0.48% of total assets; allowance for loan losses was 1.48% of total loans.
- Heritage Commerce Corp ended the year with a total risk-based capital ratio of 15%, Tier 1 risk-based capital ratio and common equity Tier 1 risk-based ratio of 12.0% and a leverage ratio of 8.9%. All capital ratios exceed regulatory guidelines for a "well-capitalized" financial institution under the Basel III regulatory requirements.
- In July 2018, Jason DiNapoli was elected to the board of directors of both Heritage Commerce Corp and Heritage Bank of Commerce. Mr. DiNapoli was a founder, president and CEO of 1st Century Bank and has extensive experience serving on a prior publicly-traded bank holding company.

We will continue to focus on high quality earnings, growth and expanding our brand in the San Francisco Bay Area. As you know, Walter T. Kaczmarek plans to retire on August 8, 2019, and Keith A. Wilton will succeed him as President and CEO. Keith's extensive experience in banking and innovative initiatives will continue to help the franchise grow regionally, gain market share and increase shareholder value.

Thank you for your support, and please join us for our annual meeting on Thursday, May 23, 2019, at 1:00 p.m. at our corporate headquarters in San Jose, and in the evening of that day for our 25th Anniversary Celebration at the Tech Museum, San Jose starting at 6:00 p.m.

Sincerely,



Jack W. Conner  
Chairman of the Board



Walter T. Kaczmarek  
President and CEO

HERITAGE COMMERCE CORP

**Notice of 2019 Annual Meeting  
and Proxy Statement**

**HERITAGE COMMERCE CORP**

April 15, 2019

Dear Shareholder:

You are cordially invited to attend the 2019 Annual Meeting of Shareholders, which will be held at 1:00 p.m., Pacific Daylight Time (PDT) on Thursday, May 23, 2019, 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 2018 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 promptly mail the enclosed proxy card. You may also vote 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*

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

**Notice of Annual Meeting of Shareholders**

- Date and Time:** Thursday, May 23, 2019, at 1:00 p.m., Pacific Daylight Time (PDT).
- Place:** Heritage Commerce Corp's offices located at 150 Almaden Boulevard, San Jose, California 95113.
- Items of Business:**
1. To elect 10 members of the Board of Directors, each for a term of one year;
  2. To approve an advisory proposal on the Company's executive compensation;
  3. To approve an amendment to our Articles of Incorporation to increase the number of authorized shares of our common stock from 60,000,000 to 100,000,000;
  4. To ratify the selection of Crowe LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019; and
  5. 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 March 28, 2019.
- Mailing Date:** The proxy materials are being distributed to our shareholders on or about April 15, 2019, 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,



Deborah Reuter  
Executive Vice President  
and Corporate Secretary

April 15, 2019  
San Jose, California

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**PROXY STATEMENT FOR HERITAGE COMMERCE CORP  
2019 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 (the “Board of Directors” or the “Board”) is soliciting your proxy to vote at the 2019 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 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 2018 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 15, 2019, to all shareholders entitled to vote. Shareholders who were the record owners of the Company’s common stock at the close of business on March 28, 2019, are entitled to vote. On this record date, there were 43,323,753 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 March 28, 2019, 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 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 10 nominees for director;
- **“FOR”** the approval of the advisory proposal on the Company’s executive compensation;
- **“FOR”** the approval of the amendment to the Articles of Incorporation to increase the number of authorized shares of common stock; and
- **“FOR”** the ratification of the selection of Crowe LLP as our independent registered public accounting firm for 2019.

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), Proposal 2 (advisory proposal on the executive compensation), and Proposal 3 (approval of the amendment to the Articles of Incorporation to increase the number of authorized shares of common stock) are non-routine items on which a broker may vote only if the beneficial owner has provided voting instructions. Proposal 4 (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 March 28, 2019, 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

March 28, 2019, 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 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 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, EQ Shareowner Services, 1-866-883-3382; 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 10 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.

Proposal 3 (approval of an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of common stock) requires the affirmative vote of a majority of the shares issued and outstanding on the Record Date. For purposes of Proposal 3, abstentions and broker non-votes will have the same effect as a negative vote.

Proposal 2 (advisory proposal on the executive compensation) and Proposal 4 (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 4, 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 2019 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 4.

***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 \$4,500 plus expenses.

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

A copy of our 2018 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. 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, 2019, 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, 2019, 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 of Heritage Bank of Commerce	75,389(4)(20)	27,000	0.17%
Julianne M. Biagini-Komas . . . . .	Director	26,886(5)	—	0.06%
Frank G. Bisceglia . . . . .	Director	135,510(6)	25,000	0.31%
Margo G. Butsch . . . . .	Executive Vice President and Chief Credit Officer of Heritage Bank of Commerce	13,035(7)(20)	6,035	0.03%
Jack W. Conner . . . . .	Director and Chairman of the Board	102,121(8)	—	0.24%
Jason DiNapoli . . . . .	Director	291,694(9)	—	0.67%
Steven L. Hallgrimson . . . . .	Director	124,673(10)	6,345	0.29%
Walter T. Kaczmarek . . . . .	Chief Executive Officer, President and Director	132,333(11)(20)	15,000	0.31%
Lawrence D. McGovern . . . . .	Executive Vice President and Chief Financial Officer	105,206(12)(20)	30,000	0.24%
Robert T. Moles . . . . .	Director	71,677(13)	21,500	0.17%
Laura Roden . . . . .	Director	28,273(14)	10,700	0.07%
Ranson W. Webster . . . . .	Director	633,851(15)	25,000	1.46%
Keith A. Wilton . . . . .	Executive Vice President, Director, and Chief Operating Officer and President of Heritage Bank of Commerce	94,058(16)(20)	—	0.22%
All directors, and executive officers (13 individuals) . . . . .		1,834,706		4.22%
BlackRock Inc. . . . .		3,028,833(17)		7.00%
Dimensional Fund Advisors LP . . . . .		2,221,513(18)		5.13%
T. Rowe Price Associates, Inc. . . . .		6,064,670(19)		14.01%

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, 2019, as shown in the "Exercisable Options" column).
4. Includes 16,125 shares of restricted stock that have not vested and of which Mr. Benito has the right to vote.

5. Includes 1,190 shares of restricted stock that have not vested and of which Ms. Biagini-Komas has the right to vote.
6. 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. Also includes 1,632 shares of restricted stock that have not vested and of which Mr. Bisceglia has the right to vote.
7. Includes 7,000 shares of restricted stock that have not vested and of which Ms. Butsch has the right to vote.
8. Includes 19,515 shares held by Mr. Conner's spouse. Also includes 2,117 shares of restricted stock that have not vested and of which Mr. Conner has the right to vote.
9. Includes 251,694 shares held by a partnership and 20,000 shares held by Mr. DiNapoli's children.
10. Includes 90,628 shares held directly. Includes 3,500 shares held in a SEP IRA account, 2,000 shares held in a personal IRA account, 4,000 shares held in Mr. Hallgrimson's private foundation, 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 5,300 shares held in accounts of others over which Mr. Hallgrimson has voting and investment power. Also includes 1,632 shares of restricted stock that have not vested and of which Mr. Hallgrimson has the right to vote.
11. Includes 41,000 shares held in a personal Individual Retirement Account. Also includes 45,731 shares of restricted stock that have not vested and of which Mr. Kaczmarek has the right to vote.
12. Includes 4,980 shares held by Mr. McGovern in a personal Individual Retirement Account. Also includes 22,350 shares of restricted stock that have not vested and of which Mr. McGovern has the right to vote.
13. Includes 18,295 shares held by Mr. Moles' spouse. Also includes 1,632 shares of restricted stock that have not vested and of which Mr. Moles has the right to vote.
14. Includes 1,632 shares of restricted stock that have not vested and of which Ms. Roden has the right to vote.
15. Includes 8,493 shares held indirectly. Also includes 1,632 shares of restricted stock that have not vested and of which Mr. Webster has the right to vote.
16. Includes 28,000 shares of restricted stock that have not vested and of which Mr. Wilton has the right to vote.
17. BlackRock, Inc. is an investment management firm and may be deemed to beneficially own 3,028,833 shares of the Company which are held of record by clients of BlackRock, Inc. The address for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055. All of the foregoing information has been obtained by Schedule 13G filed with the SEC on February 4, 2019.
18. Dimensional Fund Advisors LP is an investment management firm and may be deemed to beneficially own 2,221,513 shares of the Company which are held of record by clients of Dimensional Fund Advisors LP. The address for Dimensional Fund Advisors LP is Building One, 6300 Bee Cave Road, Austin, TX 78746. All of the foregoing information has been obtained by Schedule 13G filed with the SEC on February 8, 2019.
19. T. Rowe Price Associates, Inc. is an investment management firm and may be deemed to beneficially own 6,064,670 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 14, 2019.
20. The Company's Employee Stock Ownership Plan owns 108,270 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 includes in the table for Mr. Kaczmarek 1,906 shares, Mr. McGovern 5,506 shares, Mr. Benito 2,289 shares, and zero shares for Ms. Butsch 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 the 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 2018 eight (8) out of nine (9) 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\*  
Jason DiNapoli\*  
Steven L. Hallgrimson  
Robert T. Moles  
Laura Roden  
Ranson W. Webster

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\* J. Philip DiNapoli retired from the Board of Directors and Jason DiNapoli joined the Board of Directors in July 2018.

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#### *Board and Committee Meeting Attendance*

During the fiscal year ended December 31, 2018, our Board of Directors held a total of 12 meetings. For the meetings directors were qualified to attend in 2018, each incumbent director who was a director during 2018 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 2018 Annual Meeting of Shareholders all of our directors were in attendance.

#### *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 90 days nor earlier than the close of business 120 days



prior to the first anniversary of the preceding year's annual meeting. If the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date of the annual meeting, notice by the shareholder must be delivered not earlier than the close of business 120 days prior to such annual meeting and not later than the close of business 90 days prior to such annual meeting or 10 days 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 dishonesty 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.

J. Philip DiNapoli retired from the Board of Directors in July 2018. Upon recommendation of the Corporate Governance and Nominating Committee, the Board of Directors elected Jason DiNapoli to fill the vacancy created by the resignation of J. Philip DiNapoli. Jason DiNapoli is the son of J. Philip DiNapoli.

At the Board of Directors meeting held January 24, 2019, Walter T. Kaczmarek announced that he would be retiring as Chief Executive Officer and President of Heritage Commerce Corp and as Chief Executive Officer of Heritage Bank of Commerce effective August 8, 2019. Mr. Kaczmarek will continue as a member of the Board of Directors after his retirement. Upon recommendation of the Corporate Governance and Nominating Committee and in accordance with its succession plan, the Board of Directors elected Keith A. Wilton to succeed Mr. Kaczmarek as Chief Executive Officer and President of Heritage Commerce Corp and Heritage Bank of Commerce effective August 8, 2019. The Board of Directors also increased the size of the Board to 10 persons and elected Mr. Wilton to the Board of Directors effective February 1, 2019.

The Corporate Governance and Nomination Committee has recommended the election of Jason DiNapoli and Keith A. Wilton as directors at the 2019 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 who is not an employee of the Company is expected to hold a minimum number of shares of the Company's common stock. In 2018, each such director was expected to hold, at a minimum, \$200,000 market value shares of the Company's common stock. The policy was changed in January 2019 to require a minimum ownership of 17,500 shares of the Company's common stock. Any director not meeting the minimum level as of the effective date of their initial election to the Board or on the effective date of a change in policy 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 Chair 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 Chair 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 current number of directors at 10.

***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 been the practice for many years 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 the 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:

- oversee our financial, accounting and reporting process, our system of internal accounting and financial controls, and our compliance with related legal and regulatory requirements;
- oversee 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 14 times during 2018.

During 2017, the Board of Directors determined that Mr. Steven L. Hallgrimson has: (1) an understanding of generally accepted accounting principles and financial statements; (2) an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (3) 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; (4) an understanding of internal control over financial reporting; and (5) an understanding of audit committee functions.

Therefore, in 2018 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 2018 appears on page 59 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 10 times during 2018.

*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 Steven L. Hallgrimson, Robert T. Moles, and Ranson W. Webster (Committee Chair). The Committee met 5 times during 2018.

*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 2018.

*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, Jason DiNapoli, Walter T. Kaczmarek, Laura Roden (Committee Chair), and Ranson W. Webster. The Strategic Initiatives Committee met 5 times during 2018.

*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), Jason DiNapoli, Walter T. Kaczmarek, and Robert T. Moles. The Loan Committee met 37 times during 2018.

#### ***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 fourth quarter of 2018 and it delivered its report in the first quarter of 2019.

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 provided 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 Chair 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 of Heritage Commerce Corp and Chief Executive Officer of Heritage Bank of Commerce
Keith A. Wilton . . . . .	Executive Vice President and Chief Operating Officer of Heritage Commerce Corp and President of Heritage Bank of Commerce
Michael E. Benito . . . . .	Executive Vice President/Banking Division of Heritage Bank of Commerce
Margo G. Butsch . . . . .	Executive Vice President and Chief Credit Officer of Heritage Bank of Commerce
Lawrence D. McGovern . . . . .	Executive Vice President and Chief Financial Officer of Heritage Commerce Corp and Heritage Bank of Commerce

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

Michael E. Benito, age 58, 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 of California (formerly Union Bank).

Margo G. Butsch, age 55, has served as Executive Vice President and Chief Credit Officer of Heritage Bank of Commerce since July 2017. Ms. Butsch joined Heritage Bank of Commerce through Focus Business Bank which was acquired by Heritage Bank of Commerce in August 2015. After the acquisition, Ms. Butsch joined Heritage Bank of Commerce as Vice-President/Credit Administration and was



promoted to Senior Vice President/Credit Administration in November 2015. Since 1995 and prior to joining Heritage Bank of Commerce, Ms. Butsch held various Vice-President and Senior Vice President relationship management and loan administration positions with Focus Business Bank, The Independent Bankers Bank, Greater Bay Bank, and Imperial Bank.

Lawrence D. McGovern, age 64, has served as Executive Vice President and Chief Financial Officer of Heritage Commerce Corp and Heritage Bank of Commerce since July 1998.

#### ***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, 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, 2018.

#### ***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.

#### ***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: (1) 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; (2) any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities; (3) 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 (4) 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: (1) less than \$5,000 when aggregated with all similar transactions; (2) customary bank deposits and accounts (including certificates of deposit); and (3) 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: (1) from such related party’s position as a director of another corporation or organization that is party to the transaction; (2) 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 (3) 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: (1) the benefits to the Company; (2) 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; (3) the availability of other sources for comparable products or services; (4) the terms of the transaction; and (5) 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.

### ***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 2018, as well as, the other individuals included in the Summary Compensation Table, are referred to as the “named executive officers.”

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

Our compensation philosophy is driven by our objective to attract and retain the premier talent needed to lead our Company in an extremely competitive environment and to strongly align the interests of our executives with those of our shareholders for the long term. Our executive compensation is aligned with our overall business strategy, with a focus on driving growth, profitability and long-term value for our shareholders.

We structure our executive compensation program with a mix of base salary, annual performance-based cash incentive awards and long-term equity awards to incentivize and reward those individuals who make the greatest contributions to our performance and creation of shareholder value over time.

The first goal of our compensation program is to link a reasonable percentage of executive compensation to the financial performance of the Company. 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.

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.

#### ***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 current and 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 strategy.
- *Equity based compensation awards* are designed to:
  - Align the interests of executives with those of our shareholders;
  - 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.

#### ***Role of Shareholder Input***

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.

Commencing last year we are including a say-on-pay non-binding advisory proposal every year with our annual meeting proxy statement. Last year our non-binding shareholder advisory vote on executive compensation was approved, with approximately 97% of voting shareholders casting their votes 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.

At least annually, the Compensation Committee reviews the executive compensation program overall, and establishes base salaries, target annual cash bonus opportunities and equity grants (if any) for the fiscal year. In setting these elements of compensation, the Compensation Committee reviews the total target compensation for our executives and also considers developments in compensation practices outside of the Company. Specifically, the Compensation Committee is provided with competitive positioning data for similarly situated executives at companies in our peer group, as well as summary consolidated information about our executives’ total compensation and pay history to use in setting individual compensation elements and making decisions on total executive compensation levels. Peer data is a helpful reference for the Compensation Committee to assess the competitiveness and appropriateness of our executive compensation program within the banking industry and the broader business community. Ultimately, the

Compensation Committee applies its own business judgment and experience to determine the individual compensation elements, the amount of each compensation element and total target compensation

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. Depending upon Company and individual performance, as well as the various other factors discussed in this Compensation Discussion and Analysis, target and actual total direct compensation of our executives, as well as individual compensation elements, may be within, below or above the market range for their positions.

The Compensation Committee is comprised of four independent directors who satisfy The Nasdaq Stock Market listing requirements and relevant 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 takes the Chief Executive Officer's general input into consideration when determining and approving executive officer compensation, including for the named executive officers other than 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: (1) review existing compensation programs; (2) provide market benchmark information pertaining to both cash and noncash compensation for executives; (3) provide recommendations and guidance to the Compensation Committee to support its oversight over such compensation programs; and (4) provide other advice and consultation, including guidance relative to evolving compensation-related regulatory requirements and industry best practices. McLagan delivered its report in the first quarter of 2017 ("*2017 Report*"). The information from the 2017 Report was used in

making compensation decisions for 2018. McLagan was more recently retained in the fourth quarter of 2018 and provided its report in the first quarter of 2019.

Representatives of the compensation consultant attend meetings of the Compensation Committee as requested and also communicate with the Compensation Committee outside of meetings. The compensation consultant reports to the Compensation Committee rather than to management, although representatives of the firm may meet with members of management, including our Chief Executive Officer for purposes of gathering information on proposals that management may make to the Compensation Committee. During fiscal year 2017, the compensation consultant met with various executives to collect data and obtain management's perspective on the fiscal year 2017 compensation for our executives. The Compensation Committee may replace its compensation consultant or hire additional advisors at any time. There are no known conflicts of interests between McLagan and the Company.

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

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.

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: (1) 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); (2) similarity of their product lines and business focus; and (3) 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 2018 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 Commerce Holdings	Hanmi Financial Corp
Bank of Marin Bancorp	Heritage Financial Corp.
Cascade Bancorp*	Heritage Oaks Bancorp*
Central Valley Community Bancorp	Pacific Continental Corp.
CU Bancorp*	Pacific Premier Bancorp
Farmers & Merchants Bancorp	Preferred Bank
First Foundation Inc.	Provident Financial Holdings
First Northern Community Bancorp	Sierra Bancorp
FNB Bancorp*	TriCo Bancshares

\* Since acquired by another financial institution.

In the fourth quarter of 2018, the Compensation Committee again engaged McLagan to provide a report for the Committee's review and consideration in the first quarter of 2019 ("2019 Report") 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 2019 Report. The companies included in the Compensation Peer Group were selected from publicly traded banks in California, Colorado, Nevada, Oregon, Utah and Washington based on: (1) compatibility of the bank based on size as measured through total assets with a median of \$3.8 billion as of December 31, 2018; (2) similarity of their product lines and business focus; and (3) comparable performance criteria including, asset growth, profitability, credit quality, capitalization and total shareholder return. In addition to the Compensation Peer Group, McLagan's primary data sources also included its proprietary 2018 Regional & Community Banking Survey database. Peer Group and proprietary survey data represented actual 2017 compensation information. McLagan aged salary data to 2019 at annual rate of 3%. National survey data was adjusted upward 28% to account for the cost of salaries and wages in San Jose, California relative to the national average.

The Compensation Peer Group component companies used in the evaluation of the Company's executive compensation programs in the 2019 Report for executive officers were as follows:

Bank of Commerce Holdings	National Bank Holdings
Bank of Marin Bancorp	Opus Bank
BayCom Corp	Pacific Mercantile Bancorp
Central Valley Community Bancorp	Peoples Utah Bancorp
Farmers & Merchants Bancorp	Preferred Bank
First Foundation Inc.	RBB Bancorp
Hanmi Financial Corp.	Sierra Bancorp
Heritage Financial Corp.	TriCo Bancshares
Luther Burbank Corp.	Westamerica Bancorp

#### ***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 its review the Committee believes that the Chief Executive Officer's performance has been exemplary and that his leadership and management have been critical to the continual improvement and success of the Company. The Compensation Committee in its review of the 2017 Report approved an increase in the Chief Executive Officer base salary to \$500,000 for 2018. This brought the Chief Executive Officer's base salary to approximately 7.2% below the 60th percentile based on the 2017 Report.

***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 2018, the Compensation Committee considered the pay practices of the Compensation Peer Group and the analyses and recommendations provided by its independent consultant in the 2017 Report. In the evaluation of base salaries for 2018 for the named executive officers, the Compensation Committee reviewed the 60th percentile for the Compensation Peer Group, but 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, 2018:

<u>Named Executive</u>	<u>2018 Salary</u>
Walter T. Kaczmarek . . . . .	\$500,000
Keith A. Wilton . . . . .	\$361,920
Michael E. Benito . . . . .	\$282,067
Margo G. Butsch . . . . .	\$255,000
Lawrence D. McGovern . . . . .	\$308,437

For 2019, the Compensation Committee reviewed the 2019 Report, which indicated that on average the Company's salaries paid in 2018 were 11% below the 50th percentile and 16% below the 60th percentile of estimated market 2019 salaries. At its March 2019, meeting the Compensation Committee approved the following salaries for 2019 that approximate for each of the named executives the 60th percentile of estimated market 2019 salaries:

<u>Named Executive</u>	<u>2019 Salary</u>
Keith A. Wilton . . . . .	\$400,000
Michael E. Benito . . . . .	\$296,000
Margo G. Butsch . . . . .	\$290,000
Lawrence D. McGovern . . . . .	\$340,000

Walter T. Kaczmarek has announced his retirement effective August 8, 2019 as Chief Executive Officer and President of the Company. He will remain as a director following his retirement. In view of his retirement, the Committee did not increase his salary for 2019 and it will remain at \$500,000 on an annual basis through August 8, 2019.

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 provide annual performance-based cash incentive awards linked to achievement against certain corporate performance goals under our Management Incentive Plan (“Incentive Plan”). The Compensation Committee believes that the annual performance metrics used in the bonus plan contribute to driving long-term stockholder value, play an important role in influencing executive performance and are an important component of our compensation program to help attract, motivate and retain our executives.

To establish our executive officers’ individual target cash bonus opportunities, which are expressed as a percentage of base salary, the Compensation Committee considers competitive pay data, input from its compensation consultant, and the level, position, objectives and scope of responsibilities of each executive, as well as considerations of internal parity among similarly situated Company executives.

In late fiscal year 2017, based on its review of our executive compensation program, peer company data, and the other factors described above, the Compensation Committee approved the following target annual cash bonus opportunities for fiscal 2018, which remained unchanged from fiscal 2017 levels.

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.

<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%	75%
Keith A. Wilton . . . . .	10%	40%	60%
Michael E. Benito . . . . .	10%	40%	60%
Margo G. Butsch . . . . .	10%	40%	60%
Lawrence D. McGovern . . . . .	10%	40%	60%

The Compensation Committee reviews and approves the financial metrics for each plan year. The Compensation Committee identifies from three to six financial metrics which may be revised from year to year to align them with the Company’s annual strategic plan. The Compensation Committee determines the weighting of financial metrics each year based upon recommendations from the Chief Executive

Officer. For 2018, 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 2018. 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 2018 from 2017. 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 Incentive Plan. If the total risk-based capital ratio was below 10% at year-end 2018, bonus payments would be reduced to zero. The Incentive Plan is also subject to a claw back policy if financial statements or other financial metric criteria are found to be materially inaccurate as determined by the Audit Committee.

Performance objectives were generally identified through our annual financial planning and budgeting process. Senior management developed a financial plan for 2018, 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 setting 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 level. The Compensation Committee believed that the Threshold, Target and Maximum levels established for the Incentive Plan in 2018 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 2018, performance was assessed relative to performances for the year ended December 31, 2018, as shown below and compared to actual results:

<b>Financial Metrics</b>	<b>Threshold (90% of Plan)</b>	<b>Target (Plan)</b>	<b>Maximum (110% of Plan)</b>	<b>2018 Actual</b>
Pre-Tax Income . . . . .	\$ 50,065,000	\$ 55,628,000	\$ 61,191,000	\$ 48,655,000
Nonperforming Assets . . . . .	\$ 14,300,000	\$ 13,000,000	\$ 11,700,000	\$ 14,887,000
Loans Outstanding(1) . . . . .	\$1,645,409,000	\$1,732,009,000	\$1,818,609,000	\$1,866,405,000
Noninterest Income(2) . . . . .	\$ 9,380,000	\$ 10,422,000	\$ 11,464,000	\$ 9,308,000
Noninterest Expense(3) . . . . .	\$ 66,875,000	\$ 64,875,000	\$ 62,875,000	\$ 75,521,000
Deposits Outstanding (4) . . . . .	\$2,430,897,000	\$2,558,839,000	\$2,686,781,000	\$2,622,634,000

- (1) Threshold and Maximum at 95% and 105% of plan (includes factored receivables).
- (2) Securities gains or losses excluded from calculations.
- (3) 90% and 110% of plan not used. A \$2.0 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.

During 2018 the Company completed the acquisition of Tri-Valley Bank and United American Bank. Both transactions closed in the second quarter of 2018. The addition of Tri-Valley Bank and United American Bank in the second quarter materially impacted the 2018 budget that served as the basis for the financial metrics for the Incentive Plan. As a result of the acquisitions, the Company did not meet the “Threshold” for Pre-Tax Income, Nonperforming Assets, Noninterest Income and Noninterest Expense. The Company, however, reached (i) “Maximum” for Loans Outstanding, and (ii) “Target” for Deposits. Based on these results, the Chief Executive Officer would have been entitled to a cash award of 21.75% of his salary and the other named executive officers would have been entitled to 18.0% of their respective base salaries. The Compensation Committee reviewed these results and also reviewed the Incentive Plan matrix with the quantitative metrics originally approved for the 2018 calendar year. In its discussions the Compensation Committee reviewed the performance of the Chief Executive Officer and the other named executive officers for 2018. The Compensation Committee recognized a balancing of the satisfaction of the various metrics as a result of the acquisitions with the metrics that were not achieved. The Compensation Committee particularly noted the exceptional efforts made by the management team in negotiating, closing, integrating and converting two different bank acquisitions during the first six months of 2018. The Compensation Committee reviewed its discretionary authority under the Plan that allows it to adjust the Incentive Plan and payout for a year for extraordinary events that affect the Company (including mergers) that were not incorporated in the development of the Incentive Plan at the beginning of the year. The Committee also reviewed its discretionary authority to increase or decrease a payout by an additional 15% of salary for qualitative performance reasons. The Compensation Committee concluded that the Chief

Executive Officer should earn an award equal to 30% of his base salary and the other named executive officers should earn an award equal to 25% of their respective base salaries as follows:

<u>Named Executive</u>	<u>Bonus Award</u>
Walter T. Kaczmarek . . . . .	\$148,500
Keith A. Wilton . . . . .	\$ 89,610
Michael E. Benito . . . . .	\$ 70,003
Margo G. Butsch . . . . .	\$ 62,500
Lawrence D. McGovern . . . . .	\$ 76,368

***Equity Based Compensation***

The Compensation Committee periodically reviews our equity compensation program from a market perspective as well as in the context of our overall compensation philosophy. The Compensation Committee also considers the appropriateness of various equity vehicles, such as stock options, and restricted stock as well as overall program costs (which include both stockholder dilution and compensation expense), when evaluating the long-term incentive mix.

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, peer survey data indicating grants made to similarly situated officers at comparable financial institutions.

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 2013 Plan.

We may grant stock options to our executives to align their interests with those of our shareholders and as an incentive to remain with us. The Compensation Committee believes that options to purchase shares of our common stock, with an exercise price equal to the market price of our common stock on the date of grant, are inherently performance-based and are a very effective tool to motivate our executives to build shareholder value and reinforce our position as a growth company. With stock options, our executives can realize value only to the extent that the market price of our common stock increases during the period that the option is outstanding, which provides a strong incentive to our executives to increase shareholder value. Further, because these options typically vest over a four-year period, they incentivize our executives to build value that can be sustained over time.

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 also may grant restricted stock to our executives. Restricted stock aligns the interests of our executives with those of our shareholders and helps manage the dilutive effect of our equity compensation program. Our awards of restricted stock are subject to time-based vesting. Because restricted stock has value to the recipient even in the absence of stock price appreciation, awards of restricted stock help us retain and incentivize executives during periods of market volatility, and also result in our granting fewer shares of common stock than through stock options of equivalent grant date fair value. Our awards of restricted stock typically vest over a three to four-year period for executives, and we believe that, like stock options, they help incentivize our executives to build value that can be sustained over time.

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 has established ranges for restricted stock awards.

We do not backdate options or grant options or award restricted stock retroactively. In addition, we do not 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. 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. We have never re-priced stock options.

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.

In March 2019, the Compensation Committee approved the following restricted stock awards for 2019:

<u>Named Executive</u>	<u>Restricted Shares</u>
Walter T. Kaczmarek . . . . .	25,000
Keith A. Wilton . . . . .	20,000
Michael E. Benito . . . . .	12,000
Margo G. Butsch . . . . .	12,000
Lawrence D. McGovern . . . . .	15,000

### ***Retirement Plans***

Our Amended and Restated Supplemental Retirement Plan (“SERP”) is an element of our compensation program that was offered to certain executive officers. These types of plans had 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 offered key employees participation in the SERP, including some but not all of the named executive officers, the supplemental retirement benefit awarded was 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.” 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 seven years since the Company has offered SERP benefits to executives and key employees.

### ***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***

We recognize that it is possible that we may be involved in a transaction involving a change of control of the Company, and that this possibility could result in the departure or distraction of our executives to the detriment of our business. The Compensation Committee and the Board of Directors believe that the prospect of such a change of control transaction would likely result in our executives facing uncertainties about their future employment and distractions resulting from concern over how the potential transaction might affect them.

To allow our executives to focus solely on making decisions that are in the best interests of our shareholders in the event of a possible, threatened, or pending change of control transaction, and to encourage them to remain with us despite the possibility that a change of control might affect them adversely, each of our named executives and chief executive officer have change of control provisions in their respective employment agreements that provide them with certain payments and benefits in the event of the termination of their employment within 120 days prior to, or the 24 month period following, a change of control of the Company (referred to as the “change of control period”). The Compensation Committee and the Board believe that these “double-trigger” agreements serve as an important retention tool to ensure that personal uncertainties do not dilute our executives’ complete focus on building shareholder value.

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 employment agreements for Mr. Kaczmarek, Mr. Benito, and Mr. McGovern contain excise tax gross-up provisions for purposes of Section 280G of the Internal Revenue Code of 1986, as amended. It has been the policy of the Company since those agreements were entered into to exclude such provisions from its executive contracts.

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, 2018, 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.

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: (a) it balances risk and financial reward; (b) is compatible with effective controls and risk management; and (c) 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, Chair  
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 2018 (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> President & Chief Executive Officer of Heritage Commerce Corp and Chief Executive Officer of Heritage Bank of Commerce	2018	\$495,000	—	\$420,000	\$—	\$148,500	\$ —	\$48,950	\$1,112,450
	2017	\$470,000	—	\$217,200	\$—	\$186,824	\$ 92,700	\$40,302	\$1,007,026
	2016	\$435,303	—	\$155,100	\$—	\$163,238	\$ 11,200	\$25,305	\$ 790,146
<b>Keith A. Wilton</b> Executive Vice President & Chief Operating Officer of Heritage Commerce Corp and President of Heritage Bank of Commerce	2018	\$358,440	—	\$201,600	\$—	\$ 89,610	\$ —	\$32,229	\$ 681,879
	2017	\$341,750	—	\$173,760	\$—	\$114,486	\$ —	\$34,614	\$ 664,610
	2016	\$319,250	—	\$ 93,060	\$—	\$116,526	\$ —	\$12,722	\$ 541,558
<b>Michael E. Benito</b> Executive Vice President/Banking Division of Heritage Bank of Commerce	2018	\$280,013	—	\$100,800	\$—	\$ 70,003	\$ 24,000	\$28,053	\$ 502,869
	2017	\$271,852	—	\$ 86,880	\$—	\$ 91,070	\$126,400	\$26,258	\$ 602,427
	2016	\$263,352	—	\$ 77,550	\$—	\$ 96,123	\$101,000	\$20,011	\$ 558,036
<b>Margo G. Butsch</b> Executive Vice President & Chief Credit Officer of Heritage Bank of Commerce	2018	\$250,000	—	\$117,600	\$—	\$ 62,500	\$ —	\$14,431	\$ 444,531
	2017	\$190,153	—	\$ 21,450	\$—	\$ 63,701	\$ —	\$ 7,120	\$ 282,424
<b>Lawrence D. McGovern</b> Executive Vice President & Chief Financial Officer of Heritage Commerce Corp and Heritage Bank of Commerce	2018	\$305,471	—	\$151,200	\$—	\$ 76,368	\$ —	\$30,030	\$ 563,069
	2017	\$293,824	—	\$130,320	\$—	\$ 98,431	\$ —	\$27,118	\$ 549,693
	2016	\$282,824	—	\$ 84,788	\$—	\$103,231	\$152,200	\$19,125	\$ 642,168

- (1) The amounts in column (c) include amounts voluntarily deferred by each of the named executive officers into their 401(k) plan accounts. For 2018, Mr. Kaczmarek deferred \$24,500, Mr. McGovern deferred \$24,500, Mr. Benito deferred \$24,500, Ms. Butsch deferred \$24,500 and Mr. Wilton deferred \$24,500.
- (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, 2018, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 14, 2019.
- (3) The amounts shown in column (g) for 2018 reflect payments made under the terms of the Management Incentive Plan for 2018 performance and paid in the first quarter of 2019.
- (4) The amounts shown in column (h) for 2018 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, 2017 to December 31, 2018. 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, 2018, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 14, 2019.

(5) The amounts shown in column (i) for 2018 include the following for each named executive:

Named Executive	Economic Value of Death Benefit of Life Insurance for Beneficiaries(*)	401(k) Plan Company Matching Contributions	Other Insurance Benefit	Vacation	Auto Compensation	Cash Dividend on Unvested Restricted Stock Award	Total
Walter T. Kaczmarek . . .	\$9,177	\$2,500	\$6,858	\$ —	\$12,000	\$18,415	\$48,950
Keith A. Wilton . . . . .	\$ —	\$2,500	\$3,564	\$ —	\$ 8,400	\$17,765	\$32,229
Michael E. Benito . . . . .	\$2,297	\$2,500	\$2,419	\$5,424	\$ 8,400	\$ 7,013	\$28,053
Margo G. Butsch . . . . .	\$ —	\$2,500	\$1,221	\$ —	\$ 8,400	\$ 2,310	\$14,431
Lawrence D. McGovern	\$2,295	\$2,500	\$3,712	\$5,931	\$ 6,000	\$ 9,592	\$30,030

\* 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.”

### CEO Pay Ratio

Beginning with our 2018 proxy statement, we are required to disclose the pay ratio of our CEO to our median employee under the Dodd-Frank Act and SEC rules. The pay ratio disclosure below is a reasonable estimate calculated in a manner consistent with SEC rules and guidance.

We identified the median employee for 2018 by examining the 2018 total W-2 compensation from our payroll and employment records, including 401(k) deferrals and 401(k) matching of up to \$2,500 per employee, for all individuals, excluding our CEO, who were employed by us on December 31, 2018. We included all employees, whether employed on a full-time, part-time, temporary or seasonal basis as of that payroll date. We did not make any assumptions, adjustments or estimates with respect to such total W-2 reported compensation except for the 401(k) matching as described above. We did not annualize the compensation for any full or part time employees that were not employed by us for all of 2018. We believe the use of total W-2 compensation, including 401(k) deferrals and 401(k) matching, for all employees is a consistently applied compensation measure.

After identifying the median employee based upon the methodology described above, we calculated annual total compensation for such employee using the same methodology we used for our CEO and other named executive officers as set forth in the 2018 Summary Compensation Table in this proxy statement. The annual total compensation in 2018 for our median employee using this methodology was \$78,500. The annual total compensation in 2018 for our CEO using this methodology is shown in the Summary Compensation Table and was \$1,112,450. The ratio of the annual total compensation of our CEO to the annual total compensation of our median employee in 2018 was 14 to 1.

This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described above. Because the SEC rules identifying the median compensated employee and calculating the pay ratio based on the employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

### 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 \$500,000 with annual increases, if any (last increased in March 2018), 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 \$2,500. 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."

*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. Mr. Wilton was also promoted to President of Heritage Bank of Commerce in 2017. Effective August 8, 2019, Mr. Wilton will assume the position of Chief Executive Officer and President of the Company and 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 \$400,000 (last increased in March 2019) 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 \$2,500. 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."

*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 \$296,000 with annual increases, if any (last increased in March 2019), 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 \$2,500. 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.”

*Margo G. Butsch*—On July 8, 2017, the Company entered into an employment agreement with Margo G. Butsch when she was promoted by the Company to Executive Vice President and Chief Credit Officer of Heritage Bank of Commerce. The employment contract is for one year and is automatically renewed for one year terms. Under the agreement, Ms. Butsch receives an annual salary of \$290,000 with annual increases, if any (last increased in March 2019), as determined by the Company’s Chief Executive Officer and Board of Directors’ Compensation Committee annual review of executive salaries. In addition to her salary, she is eligible to participate in the Management Incentive Plan. Ms. Butsch participates in the Company’s 401(k) plan, under which she could receive matching contributions up to \$2,500. Ms. Butsch also participates in the Company’s Employee Stock Ownership Plan. The Company provides to Ms. Butsch, at no cost to her, group life, health, accident and disability insurance coverage for herself and her dependents. Ms. Butsch also receives an automobile allowance in the amount of \$700 per month. Ms. Butsch is provided with life insurance coverage in the amount of two times her salary not to exceed \$700,000. She is also provided with long term care insurance, with a lifetime benefit of up to \$72,000.

Under her employment agreement, Ms. Butsch is entitled to certain severance benefits on termination of her 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 \$340,000 with annual increases, if any (last increased in March 2019), 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 \$2,500. 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.”

#### ***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 and restricted stock awards.

*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 2018 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, 2018:

**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 . . . . .	5/1/2018	— \$50,000	— \$225,000	— \$375,000	—	—	—	25,000	—	\$—	\$420,000 \$ —
Keith A. Wilton . . . . .	5/1/2018	— \$36,192	— \$144,768	— \$217,152	—	—	—	12,000	—	\$—	\$201,600 \$ —
Michael E. Benito . . . . .	5/1/2018	— \$28,207	— \$112,827	— \$169,240	—	—	—	6,000	—	\$—	\$100,800 \$ —
Margo G. Butsch . . . . .	5/1/2018	— \$25,500	— \$102,000	— \$153,000	—	—	—	7,000	—	\$—	\$117,600 \$ —
Lawrence D. McGovern . . . . .	5/1/2018	— \$30,844	— \$123,375	— \$185,062	—	—	—	9,000	—	\$—	\$151,200 \$ —

- (1) These potential performance-based awards were established under the Management Incentive Plan if the indicated level of performance was achieved in 2018 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 2018 are reflected in column (g) in the Summary Compensation Table.
- (2) This column reflects restricted stock award granted in 2018 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, 2018, included in the Company’s Annual Report on Form 10-K, filed with the SEC on March 14, 2019.

**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, 2018:

	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 . . . . .	1,570,603(1)	\$10.76	1,163,502(2)
Equity compensation plans not approved by security holders . . . .	N/A	N/A	N/A

(1) Consists of 381,659 options to acquire shares under the Company's 2004 Equity Incentive Plan and 1,188,944 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, 2018:

**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 . . . . .	15,000	—	—	\$ 8.07	02/27/2024	45,731	\$518,590	—	—
Keith A. Wilton . . . . .	—	—	—	—	—	28,000	\$317,520	—	—
Michael E. Benito . . . . .	12,500	—	—	\$ 8.07	02/27/2024	16,125	\$182,858	—	—
	10,000	—	—	\$ 6.57	04/30/2023	—	—	—	—
	4,500	—	—	\$ 3.57	07/26/2020	—	—	—	—
	4,500	—	—	\$ 7.43	05/04/2019	—	—	—	—
Margo G. Butsch . . . . .	3,173	4,827(3)	—	\$14.48	5/2/2027	7,000	\$ 79,380	—	—
	1,946	1,054(4)	—	\$10.34	5/3/2026	—	—	—	—
Lawrence D. McGovern . . .	15,000	—	—	\$ 8.07	02/27/2024	22,350	\$253,449	—	—
	15,000	—	—	\$ 6.57	04/30/2023	—	—	—	—

- (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, 2018, as reported on The Nasdaq Global Select Market, which was \$11.34.
- (3) The options vest daily over 4 years beginning May 2, 2017, and have a term of 10 years.
- (4) The options vest daily over 4 years beginning May 3, 2016, 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, 2018, 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 . . . . .	—	—	9,482	\$159,059
Keith A. Wilton . . . . .	—	—	24,000	\$368,968
Michael E. Benito . . . . .	7,000	\$6,370	5,250	\$ 88,084
Margo G. Butsch . . . . .	—	—	—	—
Lawrence D. McGovern . . . . .	—	—	6,800	\$114,203

(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 \$2,500 of each employee’s contributions in 2018. 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. Since 2010, the Company has suspended contributions to the Stock Ownership Plan. The Plan was “frozen” as of January 1, 2019. 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. Normally the participant is 100% vested in his or her benefit at 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 retirement age in accordance with the Plan terms, should that be selected by the participant.

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 seven years since the Company has offered SERP benefits to executives and key employees.

*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 after 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, 2018:

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	14	\$3,727,500	—
Michael E. Benito(3) . . . . .	Heritage Commerce Corp SERP	15	\$ 728,700	—
Lawrence D. McGovern . . . . .	Heritage Commerce Corp SERP	20	\$1,144,300	—

(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, 2018, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 14, 2019.

(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	Michael E. Benito(3)	Lawrence D. McGovern
12/31/2018 . . . . .	100%	100%	70%
12/31/2019 . . . . .	100%	100%	80%
12/31/2020 . . . . .	100%	100%	90%
12/31/2021 . . . . .	100%	100%	100%
12/31/2022 . . . . .	100%	100%	100%

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

***Deferred Compensation 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 Deferred Compensation Plan. Amounts deferred are invested in a portfolio of approved investment choices as directed by the executive. Under the Deferred Compensation 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 Ms. Butsch elected to participate in the plan during 2018.

### *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. 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.

*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.

*Ms. Butsch's Employment Agreement.* If Ms. Butsch's employment agreement is terminated without cause, she will be entitled to a lump sum payment equal to one times her base salary and her average annual bonus during the last three years. If Ms. Butsch's employment is terminated by the Company or she resigns for good reason 120 days before or within two years after a change in control, she will be entitled to a lump sum payment of two times her base salary and her average annual bonus during the last three years. If Ms. Butsch's employment is terminated by the Company without cause, her 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 Ms. Butsch's employment is terminated by the Company as a result of a change in control, or she 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 her employment, Ms. Butsch 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. 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.

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, 2018. 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: (1) the vested portion of any stock option or restricted stock; and (2) 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 . . . . .	\$1,888,766	\$1,373,648	\$1,373,648	\$ —	\$ —
Health insurance premiums . . . . .	55,490	55,490	55,490	—	—
Life insurance benefits . . . . .	—	—	—	700,000	180,000(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Split-dollar death benefits (upon death) . .	—	—	—	3,069,407	—
Unvested restricted stock awards (accelerated) . . . . .	518,590	—	—	518,590	518,590
Outplacement services (layoff) . . . . .	5,000	—	—	—	—
IRC 280(G) excise tax gross-up . . . . .	1,056,486	—	—	—	—
<b>Total</b> . . . . .	<u>\$3,524,332</u>	<u>\$1,429,138</u>	<u>\$1,429,138</u>	<u>\$4,287,997</u>	<u>\$770,590</u>
<b>Keith A. Wilton</b>					
Cash severance under employment agreement . . . . .	\$ 942,061	\$ 471,031	\$ —	\$ —	\$ —
Health insurance premiums . . . . .	48,328	24,164	—	—	—
Life insurance benefits . . . . .	—	—	—	700,000	180,000(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Unvested restricted stock awards (accelerated) . . . . .	317,520	—	—	317,520	317,520
<b>Total</b> . . . . .	<u>\$1,307,909</u>	<u>\$ 495,195</u>	<u>\$ —</u>	<u>\$1,017,520</u>	<u>\$569,520</u>
<b>Michael E. Benito</b>					
Cash severance under employment agreement . . . . .	\$ 743,050	\$ 371,525	\$ —	\$ —	\$ —
Health insurance premiums . . . . .	80,609	40,305	—	—	—
Life insurance benefits . . . . .	—	—	—	564,134	180,000(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Supplemental executive retirement plan (1)(2) . . . . .	40,954	26,629	—	—	28,557
Unvested restricted stock awards (accelerated) . . . . .	182,858	—	—	182,858	182,858
Split-dollar death benefits (upon death) . .	—	—	—	754,271	—
IRC 280(G) excise tax gross-up . . . . .	427,711	—	—	—	—
<b>Total</b> . . . . .	<u>\$1,475,182</u>	<u>\$ 438,459</u>	<u>\$ —</u>	<u>\$1,501,263</u>	<u>\$463,415</u>

	Change in Control	Involuntary Termination Without Cause	Termination for Good Reason	Death	Disability
<b>Margo G. Butsch</b>					
Cash severance under employment agreement . . . . .	\$ 571,134	\$ 285,567	\$ —	\$ —	\$ —
Health insurance premiums . . . . .	114,782	57,391	—	—	—
Life insurance benefits . . . . .	—	—	—	510,000	169,983(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Unvested stock options (accelerated) . . . . .	1,054	—	—	—	—
Unvested restricted stock awards (accelerated) . . . . .	79,380	—	—	79,380	79,380
<b>Total</b> . . . . .	<u>\$ 766,350</u>	<u>\$ 342,958</u>	<u>\$ —</u>	<u>\$ 589,380</u>	<u>\$321,363</u>
<b>Lawrence D. McGovern</b>					
Cash severance under employment agreement . . . . .	\$ 835,336	\$ 417,668	\$ —	\$ —	\$ —
Health insurance premiums . . . . .	80,609	40,305	—	—	—
Life insurance benefits . . . . .	—	—	—	616,874	180,000(3)
Long-term care insurance benefits . . . . .	—	—	—	—	72,000
Unvested restricted stock awards (accelerated) . . . . .	253,449	—	—	253,449	253,449
Split-dollar death benefits (upon death) . . . . .	—	—	—	907,805	—
IRC 280(G) excise tax gross-up . . . . .	—	—	—	—	—
<b>Total</b> . . . . .	<u>\$1,169,394</u>	<u>\$ 457,973</u>	<u>\$ —</u>	<u>\$1,778,128</u>	<u>\$505,449</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.

#### **Director Compensation**

This section provides information regarding the compensation policies for non-employee directors and amounts paid to these directors in 2018. Mr. Kaczmarek did 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 2018, each director received an annual retainer fee of \$50,000. The chair of each standing committee of the Board received an additional \$6,000 per year, and the Chairman of the Board receives an additional \$17,500 per year. Board Members are not paid separate fees for attending Board or committee meetings.



The Compensation Committee has 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 2018, 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, 2018:

**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)	Cash Dividend on Unvested Restricted Stock Award (\$) (g)	All Other Compensation (\$) (h)(3)	Total (\$) (i)
Julianne M. Biagini-Komas . . . . .	\$56,000	\$19,992	—	—	—	\$ 545	—	\$ 76,537
Frank G. Bisceglia . . . . .	\$56,000	\$19,992	—	—	—	\$ 788	\$ 662(3)	\$ 77,442
Jack W. Conner . . . . .	\$73,500	\$24,998	—	—	—	\$1,027	\$1,269(3)	\$100,794
J. Philip DiNapoli(4) . . . . .	\$29,167	—	—	—	—	\$ 283	—	\$ 29,450
Jason DiNapoli(4) . . . . .	\$25,000	—	—	—	—	—	—	\$ 25,000
Steven L. Hallgrimson . . . . .	\$56,000	\$19,992	—	—	—	\$ 788	—	\$ 76,780
Robert T. Moles . . . . .	\$50,000	\$19,992	—	—	—	\$ 788	—	\$ 76,780
Laura Roden . . . . .	\$56,000	\$19,992	—	—	—	\$ 788	—	\$ 76,780
Ranson W. Webster . . . . .	\$56,000	\$19,992	—	—	—	\$ 788	\$ 780(3)	\$ 77,560

- (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, 2018, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 14, 2019.
- (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, 2017 to December 31, 2018, 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 14 to the Company's consolidated financial statements for the year ended December 31, 2018, included in the Company's Annual Report on Form 10-K filed with the SEC on March 14, 2019.
- (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) In July 2018, Mr. J. Philip DiNapoli retired from the Board of Directors and Mr. Jason DiNapoli was elected to fill the vacancy.

**Director Outstanding Stock Options and Stock Awards**

Each of the non-employee directors owned the following stock options and stock awards as of December 31, 2018:

<u>Director</u>	<u>Stock Options</u>	<u>Stock Awards</u>
Julianne M. Biagini-Komas . . . . .	—	1,190
Frank G. Bisceglia . . . . .	25,000	1,632
Jack W. Conner . . . . .	—	2,117
J. Philip DiNapoli(1) . . . . .	—	—
Jason DiNapoli(1) . . . . .	—	—
Steven L. Hallgrimson . . . . .	6,345	1,632
Robert T. Moles . . . . .	25,000	1,632
Laura Roden . . . . .	12,000	1,632
Ranson W. Webster . . . . .	25,000	1,632

(1) In July 2018, Mr. J. Philip DiNapoli retired from the Board of Directors and Mr. Jason DiNapoli was elected to fill the vacancy.

**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	25	\$293,900	—
Jack W. Conner . . . . .	Heritage Commerce Corp SERP	15	\$119,400	—
Robert T. Moles . . . . .	Heritage Commerce Corp SERP	15	\$247,900	—
Ranson W. Webster . . . . .	Heritage Commerce Corp SERP	15	\$169,000	—

(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, 2018, included in the Company's Annual Report on Form 10-K, filed with the SEC on March 14, 2019.

(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 10 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 10 of the current members of the Board of Directors for one year terms that will expire at the Annual Meeting to be held in 2020. 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 individual nominated and recommended to be elected to the Board of Directors. Each individual below is also a director on the Board of Directors of Heritage Bank of Commerce:

*JULIANNE M. BIAGINI-KOMAS*, age 56, 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 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 Chair 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 73, 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 41 years of experience as a financial advisor to corporate and high-wealth individuals. As a long-term member of the Board and Chair 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 79, 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 (formerly Union Bank) 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.

*JASON DINAPOLI*, age 50, was one of the founders of 1st Century Bank, N.A., a wholly owned subsidiary of 1st Century Bancshares, Inc., headquartered in Los Angeles, California. In 2008, Mr. DiNapoli assumed the role of the President and Chief Executive Officer of 1st Century Bank and President of 1st Century Bancshares, Inc. He served in this role until July 1, 2016, when 1st Century Bancshares, Inc. was acquired by Midland Financial Co., a privately held bank holding company based in Oklahoma City, Oklahoma, as a division of MidFirst Bank, a subsidiary of Midland. Mr. DiNapoli presently serves as an Executive Vice President of MidFirst Bank and President and Chief Executive Officer of the 1st Century Bank division. Before joining 1st Century Bank, Mr. DiNapoli was vice president of finance for JP DiNapoli Companies Inc., a real estate investment, development and property management organization. Prior thereto, he served as a Vice President at Union Bank of California (formerly Union Bank). Mr. DiNapoli earned a bachelor's degree from the University of California, Berkeley. He is active in numerous community organizations. Mr. DiNapoli is the son of Philip DiNapoli, a former director of the Company who retired in 2018. Mr. DiNapoli brings to the Board his extensive experience and knowledge in banking and finance and management experience in the financial industry as well as experience as a board member of a publicly traded bank holding company.

*STEVEN L. HALLGRIMSON*, age 77, 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 Chair of the Audit Committee and as the committee's "financial expert."

*WALTER T. KACZMAREK*, age 67, is President, Chief Executive Officer and a director of Heritage Commerce Corp 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 (formerly Union Bank) 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 64, became a director of the Company in 2004. Mr. Moles has been the Chairman of the Board of Intero Real Estate Services, Inc., a full-service real estate firm since 2002. Prior to joining Intero, 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 60, 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 serve as Chair of the Board's Strategic Initiatives Committee, serve as a member of the Audit Committee and the Finance and Investment Committee.

*RANSON W. WEBSTER*, age 74, 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.

*KEITH A. WILTON*, age 61, joined the Board as of February 2019. He has served as President of Heritage Bank of Commerce since April 2017. He also has served as Executive Vice President and Chief Operating Officer of Heritage Commerce Corp since February 2014. Effective August 8, 2019, Mr. Wilton will become the Chief Executive Officer and President of the Company and Heritage Bank of Commerce. Prior to joining Heritage Commerce Corp 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. Mr. Wilton brings to the Board his understanding and knowledge of the Company's business and personnel and his extensive experience in the financial industry.

#### **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—ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) requires, among other things, that we permit a non-binding, advisory vote on the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, compensation tables and accompanying narrative discussion contained in this proxy statement.

As described in greater detail under the heading “Compensation Discussion and Analysis,” we seek to closely align the interests of our named executive officers with the interests of our shareholders. Our compensation practices are designed to encourage and motivate our named executive officers to achieve superior performance on both a short-term and long-term basis while at the same time avoiding the encouragement of unnecessary or excessive risk-taking.

Accordingly, the Company is presenting this proposal, which gives you as a shareholder the opportunity to endorse or not endorse our executive pay program by voting for or against the following resolution:

“RESOLVED, that the shareholders approve the compensation of our named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables, and the related disclosures required by Item 402 of Regulation S-K contained in the proxy statement.”

As discussed in the Compensation Discussion and Analysis contained in this proxy statement, the Compensation Committee of the Board of Directors believes that the executive compensation for 2018 was reasonable and appropriate, and was the result of a carefully considered approach.

The vote on this resolution is not intended to address any specific item of compensation, but rather that overall compensation of our named executive officers and the policies and practices described in this proxy statement. In the event this non-binding proposal is not approved by our shareholders, such a vote shall not be construed as overruling a decision by the Board of Directors or Compensation Committee, nor create or imply any additional fiduciary duty of the Board of Directors or Compensation Committee, nor shall such a vote be construed to restrict or omit the ability of our shareholders to make proposals for inclusion in proxy materials related to executive compensation. Notwithstanding the foregoing, the Board of Directors and the Compensation Committee will consider the non-binding vote of our shareholders to this proposal when reviewing compensation policies and practices in the future.

### Recommendation of the Board of Directors

**The Board of Directors recommends a vote FOR the Advisory Proposal on Executive Compensation. The proxy holders intend to vote all proxies they hold in favor of this proposal. If no instruction is given, the proxy holders intend to vote FOR the proposal.**

### **PROPOSAL 3—AMENDMENT TO ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK**

The Board of Directors has adopted resolutions to amend our Articles of Incorporation to increase the number of authorized shares of our common stock from 60,000,000 to 100,000,000. The Board of Directors is proposing the amendment to our shareholders for their approval at the Annual Meeting.

The form of the proposed amendment to our Articles of Incorporation to effect the increase in our authorized shares of common stock is attached to this proxy statement as Exhibit A.

#### ***Background and Reasons for the Amendment***

Our Articles of Incorporation currently authorize the issuance of 60,000,000 shares of common stock and 10,000,000 shares of preferred stock. As of March 28, 2019, the record date for this meeting, there were 43,323,753 shares of common stock and no shares of preferred stock issued and outstanding. Of the remaining 16,676,247 authorized but unissued shares of common stock, 2,345,947 shares were reserved for issuance upon exercise of outstanding stock options and future issuances of stock awards under our 2013 Equity Incentive Plan, and 353,159 shares were reserved for issuance upon exercise of outstanding stock options under our Amended and Restated 2004 Equity Plan. As a result, we had 13,977,141 shares of common stock and 10,000,000 shares of preferred stock unreserved and available for future issuance as of March 28, 2019.

We have been evaluating a broad range of strategic alternatives to further strengthen our capital base. Among the alternatives under consideration are the issuance of common stock. We do not currently have any agreements or commitments with respect to the issuance of any of the Company's securities. However, the Board of Directors believes that it is advisable to increase the number of authorized shares of common stock to ensure that we will have a sufficient number of shares to assure flexibility for the issuance of additional shares in the future. We may use the additional shares in connection with raising additional capital, merger and acquisition opportunities, the issuance of shares under current or future equity incentive plans for our directors, officers and employees, the issuance of stock dividends or stock splits, and other corporate purposes.

If the authorization to increase the number of authorized shares was deferred until a specific need arose, the time and expense required to obtain necessary shareholder approval could prevent the Company from taking advantage of favorable strategic, business or financing opportunities. Historically, the Company has issued its common stock in moderation. Except for the shares authorized for the 2013 Equity Plan which has been approved by shareholders (including all subsequent amendments), the last instance in which the Company issued shares in the prior three years was in connection with the successful strategic acquisitions of Focus Business Bank, Tri-Valley Bank and United American Bank.

Although an increase in the authorized shares of our common stock could, under certain circumstances, also be construed as having an anti-takeover effect (for example, by permitting easier dilution of the stock ownership of a person seeking to effect a change in the composition of the Board of Directors or contemplating a tender offer or other transaction resulting in our acquisition by another company), the proposed increase in authorized shares of common stock is not in response to any effort by any person or group to accumulate our common stock or to obtain control of us by any means. In addition, the proposal is not part of any plan by our Board of Directors to recommend or implement a series of anti-takeover measures.

#### ***Procedure for Implementing the Authorized Share Increase***

The amendment to increase the authorized shares, if approved by our shareholders, would become effective upon the filing of a certificate of amendment to our Articles of Incorporation with the Secretary



of State of the State of California. If the amendment is approved by our shareholders, we expect to file the certificate of amendment effecting the increase in the authorized shares promptly upon such approval.

*Authority of the Board of Directors to Issue Additional Shares of Common Stock*

If this amendment is approved and we are authorized to issue additional shares of common stock, the Board of Directors will determine whether, when, and on what terms to issue the additional shares of common stock without further action by our shareholders, unless shareholder approval is required by applicable law or securities exchange listing requirements in connection with a particular transaction.

*Dilution to Existing Shareholders*

Our shareholders do not have preemptive rights. Therefore, if we decide to issue additional shares of common stock, we would have the discretion to determine to whom we offer these additional shares and would not be obligated to first offer these shares to our existing shareholders. Except for a stock split or stock dividend, issuances of common shares will dilute the voting power and ownership of our existing shareholders and will dilute earnings or loss per share of common stock. Depending on the price at which the shares are issued, an issuance may reduce the per share book value of the Company's common shares.

*No Appraisal Rights*

Under California law and our Articles of Incorporation, holders of our common stock will not be entitled to dissenter's rights or appraisal rights with respect to the authorized share increase.

*Vote Required to Approve the Amendment and Recommendation*

Under California law and our Articles of Incorporation, the affirmative vote of holders of a majority of the shares of common stock issued and outstanding as of March 28, 2019, the record date for this meeting, is required to approve the amendment to the Articles of Incorporation.

*Recommendation of the Board of Directors*

**The Board of Directors recommends approval of the amendment to our Articles of Incorporation to increase the number of shares of common stock. The proxy holders intend to vote all proxies they hold in favor of the amendment. If no instruction is given, the proxy holders intend to vote FOR approval of the amendment to increase the number of authorized shares of common stock.**

**PROPOSAL 4—RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors, upon the recommendation of its Audit Committee, has ratified the selection of Crowe LLP to serve as our independent registered public accounting firm for 2019, subject to ratification by our shareholders. A representative of Crowe 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 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 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 LLP, however, we reserve the discretion to retain Crowe LLP as our independent registered public accounting firm for 2019. 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 2018, the Committee met 14 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, with and without management present, 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 ("PCAOB"), including those described in Auditing Standard No. 1301, *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, 2018, 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, 2018.

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, 2018, for filing with the SEC.

Heritage Commerce Corp  
Audit Committee

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

March 14, 2019

*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 2018</u>	<u>Fiscal Year 2017</u>
Audit fees(1) . . . . .	\$429,000	\$412,500
Audit-related fees(2) . . . . .	273,080	173,100
Tax fees(3) . . . . .	149,450	134,600
All other fees . . . . .	17,500	134,700
Total accounting fees . . . . .	<u>\$869,030</u>	<u>\$854,900</u>

- (1) Fees for audit services for 2018 and 2017 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 2018 and 2017 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 2018 and 2017 consisted of tax compliance and tax planning and advice.
- Fees for tax compliance services totaled \$101,000 and \$68,800 in 2018 and 2017, 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 \$48,450 and \$65,800 in 2018 and 2017, respectively.
- (4) All other fees consisted primarily of consulting services for the Company's strategic objectives merger and acquisitions, and other discussions.

The ratio of tax planning and advice fees and all other fees to audit fees, audit-related fees and tax compliance fees was 8.21% for 2018 and 30.64% for 2017.

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 LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019. 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

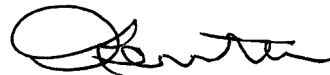
If any matters not referred to in this proxy statement come before the meeting, including matters incident to conducting the meeting, the proxy holders will vote the shares represented by proxies in accordance with their best judgment. Management is not aware of any other business to come before the 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 2020 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 24, 2020 nor earlier than January 25, 2020. 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 2020 Annual Meeting of Shareholders.

Proposals of shareholders intended to be presented for consideration at the 2020 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, 2019, in a form that complies with applicable regulations.

HERITAGE COMMERCE CORP



Deborah Reuter  
Executive Vice President  
and Corporate Secretary

April 15, 2019  
San Jose, California

**Exhibit A**

**Proposed Amendment to the Articles of Incorporation  
to Increase the Number of  
Authorized Shares of Common Stock**

**ARTICLE III**

a. The total number of shares of stock that the corporation shall have authority to issue is 110,000,000 shares, which shall be divided into two classes as follows: (a) 100,000,000 shares of Common Stock, and (b) 10,000,000 shares of Preferred Stock (hereinafter "Preferred Shares").

HERITAGE COMMERCE CORP  
**2018 Annual Report on Form 10-K**

Annual Report



**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, 2018

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, every Interactive Data File required to be submitted 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 the 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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, 2018, based upon the closing price on that date of \$16.99 per share as reported on the NASDAQ Global Select Market, and 32,404,215 shares held, was approximately \$550.5 million.

As of February 28, 2019, there were 43,299,569 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 2019 Annual Meeting of Shareholders to be held on May 23, 2019 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, 2018.

Annual Report

**HERITAGE COMMERCE CORP**

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FOR YEAR ENDED DECEMBER 31, 2018**

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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 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;
- our ability to anticipate interest rate changes and manage interest rate risk;
- 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;
- our ability to effectively compete with other banks and financial services companies and the effects of competition in the financial services industry on our business;
- our ability to achieve loan growth and attract deposits;
- risks associated with concentrations in real estate related loans;
- the relative strength or weakness of the commercial and real estate markets where our borrowers are located;
- 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;
- increased capital requirements for our continued growth or as imposed by banking regulators, which may require us to raise capital at a time when capital is not available on favorable terms if at all;
- regulatory limits on Heritage Bank of Commerce’s ability to pay dividends to the holding company;
- changes in our capital management policies, including those regarding business combinations, dividends, and share repurchases;

- 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 inability to attract, recruit, and retain qualified officers and other personnel could harm our ability to implement our strategic plan, impair our relationships with customers and adversely affect our business, and results of operations;
- the potential increase in reserves and allowance for loan loss as a result of the transition to the current expected credit loss standard (“CECL”) established by the Financial Accounting Standards Board to account for future expected credit losses;
- possible impairment of our goodwill and other intangible assets;
- possible adjustment of the valuation of our deferred tax assets;
- our ability to keep pace with technological changes, including our ability to identify and address cybersecurity 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;
- compliance with governmental and regulatory requirements, including the Dodd-Frank Act and others relating to banking, consumer protection, securities, accounting and tax matters;
- 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 and competition for acquisition opportunities;
- risks resulting from domestic terrorism;
- risks of natural disasters (including earthquakes) 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 14 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, 2018, we had consolidated assets of \$3.10 billion, deposits of \$2.64 billion and shareholders’ equity of \$367.5 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.

#### Tri-Valley Bank and United American Bank Mergers

The Company completed the merger of Tri-Valley Bank (“Tri-Valley”) into Heritage Bank of Commerce, the Company’s wholly-owned subsidiary, on April 6, 2018. Tri-Valley’s results of operations have been included in the Company’s results of operations beginning April 7, 2018. Tri-Valley was a full-service California state-chartered commercial bank with branches in San Ramon and Livermore, California and served businesses and individuals primarily in Contra Costa and Alameda counties in Northern California. The Company closed the San Ramon office on July 13, 2018 and incurred \$110,000 of lease termination expense.

The Company completed the merger of United American Bank (“United American”) with Heritage Bank of Commerce on May 4, 2018. United American’s results of operations have been included in the Company’s results of operations beginning May 5, 2018. United American was a full-service commercial bank located in San Mateo County with full-service branches located in San Mateo, Redwood City and Half Moon Bay, California and serviced businesses, professionals and individuals. The Company closed the Half Moon Bay office on August 10, 2018 and incurred \$34,000 of lease termination expense.

Tri-Valley added \$112.0 million in loans and \$82.6 million in deposits at December 31, 2018. United American added \$181.5 million in loans and \$217.6 million in deposits at December 31, 2018. Severance, retention, acquisition, and integration costs related to the two mergers totaled \$9.2 million for the year ended December 31, 2018, and \$671,000 for the year ended December 31, 2017.

**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 fourteen full service branch offices. The locations of HBC’s current offices and the administrative office of CSNK Working Capital Finance Corp. d/b/a Bay View Funding (“Bay View Funding”) are:

San Jose: . . . . .	Administrative Office & Branch Office 150 Almaden Boulevard San Jose, CA 95113	Morgan Hill: . . . . .	Branch Office 18625 Sutter Boulevard Suite 100 Morgan Hill, CA 95037
Danville: . . . . .	Branch Office 387 Diablo Road Danville, CA 94526	Pleasanton: . . . . .	Branch Office 300 Main Street Pleasanton, CA 94566
Fremont: . . . . .	Branch Office 3137 Stevenson Boulevard Fremont, CA 94538	Redwood City: . . . . .	Branch Office 2400 Broadway Suite 100 Redwood City, CA 94063
Gilroy: . . . . .	Branch Office 7598 Monterey Street Suite 110 Gilroy, CA 95020	San Mateo: . . . . .	Branch Office 101 South Ellsworth Ave Suite 110 San Mateo, CA 94401
Hollister: . . . . .	Branch Office 351 Tres Pinos Road Suite 102A Hollister, CA 95023	Sunnyvale: . . . . .	Branch Office 333 West Camino Real Suite 150 Sunnyvale, CA 94087
Livermore: . . . . .	Branch Office 1987 First Street Livermore, CA 94550	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	Bay View Funding: . . . . .	Administrative Office 2933 Bunker Hill Lane Suite 210 Santa Clara, CA 95054
Los Gatos: . . . . .	Branch Office 15575 Los Gatos Boulevard Suite B Los Gatos, CA 95032		

### *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, 2018, 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 loans 32% (including SBA loans, asset-based lending, and factored receivables); (ii) commercial real estate loans 52%; (iii) land and construction loans 6%; (iv) residential mortgage loans 3%; and (v) consumer loans (including home equity loans) 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 factored receivables portfolio is originated by Bay View Funding. Factored receivables are receivables that have been acquired from the originating company 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 36 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.

*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 and commercial buildings 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.* From time to time the Company has purchased single family 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. There were no purchases of residential mortgage loans during the years ended December 31, 2018 and 2017. Residential mortgage loans outstanding at December 31, 2018 totaled \$51.0 million, which included \$37.6 million of purchased residential mortgage loans, and \$13.4 million of residential mortgage loans from United American. Residential mortgage loans outstanding at December 31, 2017 totaled \$44.6 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 Certificate of Deposit Account Registry Service (“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 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 six 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 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.

On May 26, 2017, the Company completed an underwritten public offering of \$40.0 million aggregate principal amount of its fixed-to-floating rate subordinated notes ("Subordinated Debt") due June 1, 2027. The Subordinated Debt initially bears a fixed interest rate of 5.25% per year. Commencing on June 1, 2022, the interest rate on the Subordinated Debt resets quarterly to the three-month LIBOR rate plus a spread of 336.5 basis points. Interest on the Subordinated Debt is payable semi-annually on June 1st and December 1st of each year through June 1, 2022 and quarterly thereafter on March 1st, June 1st, September 1st and December 1st of each year through the maturity date or early redemption date. The Company, at its option, may redeem the Subordinated Debt, in whole or in part, on any interest payment date on or after June 1, 2022 without a premium. The Subordinated Debt, net of unamortized costs totaled \$39.4 million at December 31, 2018 and \$39.2 million at December 31, 2017, and qualifies as Tier 2 capital for the Company under the guidelines established by the Federal Reserve Bank. The Company down streamed \$20.0 million of the proceeds to HBC during the second quarter of 2017.

### **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, San Mateo, and San Benito county region, the five counties within which the Company operates, the top three institutions are all multi-billion dollar entities with an aggregate of 321 offices that control a combined 52.90% of deposit market share based on June 30, 2018 FDIC market share data. HBC ranks fourteenth with 0.95% share of total deposits based on June 30, 2018 market share data. Larger institutions 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 302, 278, and 263 at December 31, 2018, 2017, and 2016, respectively.

## **Supervision and Regulation**

### ***General***

Financial institutions, their holding companies and their affiliates are extensively regulated under U.S. federal and state law. As a result, the growth and earnings performance of the Company and its subsidiaries may be affected not only by management decisions and general economic conditions, but also by the requirements of federal and state statutes and by the regulations and policies of various bank regulatory agencies, including the DBO, the Federal Reserve, the FDIC, and the Consumer Financial Protection Bureau ("CFPB"). Furthermore, tax laws administered by the Internal Revenue Service and state taxing authorities, accounting rules developed by the FASB, securities laws administered by the SEC and state securities authorities, anti-money laundering laws enforced by the Treasury have an impact on our business. The effect of these statutes, regulations, regulatory policies and rules are significant to the financial condition and results of operations of the Company and its subsidiaries, including HBC, and the nature and extent of future legislative, regulatory or other changes affecting financial institutions are impossible to predict with any certainty.

Federal and state banking laws impose a comprehensive system of supervision, regulation and enforcement on the operations of financial institutions, their holding companies and affiliates intended primarily for the protection of the FDIC-insured deposits and depositors of banks, rather than their shareholders. These federal and state laws, and the related regulations of the bank regulatory agencies, affect, among other things, the scope of business, the kinds and amounts of investments banks may make, reserve requirements, capital levels relative to operations, the nature and amount of collateral for loans, the establishment of branches, the ability to merge, consolidate and acquire, dealings with insiders and affiliates and the payment of dividends.

This supervisory and regulatory framework subjects banks and bank holding companies to regular examination by their respective regulatory agencies, which results in examination reports and ratings that, while not publicly available, can affect the conduct and growth of their businesses. These examinations consider not only compliance with applicable laws and regulations, but also capital levels, asset quality and risk, management ability and performance, earnings,

liquidity, and various other factors. The regulatory agencies generally have broad discretion to impose restrictions and limitations on the operations of a regulated entity where the agencies determine, among other things, that such operations are unsafe or unsound, fail to comply with applicable law or are otherwise inconsistent with laws and regulations or with the supervisory policies of these agencies.

The following is a summary of the material elements of the supervisory and regulatory framework applicable to the Company and its subsidiaries, including HBC. It does not describe all of the statutes, regulations and regulatory policies that apply, nor does it restate all of the requirements of those that are described. The descriptions are qualified in their entirety by reference to the particular statutory and regulatory provision.

### **Financial Regulatory Reform**

The Dodd-Frank Act implemented sweeping reform across the U.S. financial regulatory framework, including, among other changes:

- creating a Financial Stability Oversight Council tasked with identifying and monitoring systemic risks in the financial system;
- creating the CFPB, which is responsible for implementing, examining and enforcing compliance with federal consumer financial protection laws;
- requiring the FDIC to make its capital requirements for insured depository institutions countercyclical, so that capital requirements increase in times of economic expansion and decrease in times of economic contraction;
- imposing more stringent capital requirements on bank holding companies and subjecting certain activities, including interstate mergers and acquisitions, to heightened capital conditions;
- with respect to mortgage lending:
  - significantly expanding requirements applicable to loans secured by 1-4 family residential real property;
  - imposing strict rules on mortgage servicing, and
  - requiring the originator of a securitized loan, or the sponsor of a securitization, to retain at least 5% of the credit risk of securitized exposures unless the underlying exposures are qualified residential mortgages or meet certain underwriting standards;
- changing the assessment base for federal deposit insurance from the amount of the insured deposits held by the depository institution to the depository institution's average total consolidated assets less tangible equity, eliminating the ceiling on the size of the FDIC's Deposit Insurance Fund and increasing the floor of the size of the FDIC's Deposit Insurance Fund;
- eliminating all remaining restrictions on interstate banking by authorizing state banks to establish de novo banking offices in any state that would permit a bank chartered in that state to open a banking office at that location;
- repealing the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts; and
- in the so-called "Volcker Rule," subject to numerous exceptions, prohibiting depository institutions and affiliates from certain investments in, and sponsorship of, hedge funds and private equity funds and from engaging in proprietary trading.

On February 3, 2017, President Trump signed an executive order calling for his administration to review existing U.S. financial laws and regulations, including the Dodd-Frank Act, in order to determine their consistency with a set of

“core principles” of financial policy. The core financial principles identified in the executive order include the following: empowering Americans to make independent financial decisions and informed choices in the marketplace, save for retirement, and build individual wealth; preventing taxpayer-funded bailouts; fostering economic growth and vibrant financial markets through more rigorous regulatory impact analysis that addresses systemic risk and market failures, such as moral hazard and information asymmetry; enabling American companies to be competitive with foreign firms in domestic and foreign markets; advancing American interests in international financial regulatory negotiations and meetings; and restoring public accountability within Federal financial regulatory agencies and “rationalizing” the Federal financial regulatory framework.

Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on us. Although the reforms primarily target systemically important financial service providers, the Dodd-Frank Act’s influence has and is expected to continue to filter down in varying degrees to smaller institutions over time. We will continue to evaluate the effect of the Dodd-Frank Act; however, in many respects, the ultimate impact of the Dodd-Frank Act will not be fully known for years, and no current assurance may be given that the Dodd-Frank Act, or any other new legislative changes, will not have a negative impact on the results of operations and financial condition of the Company and HBC.

On May 24, 2018, President Trump signed the Economic Growth, Regulatory Relief and Consumer Protection Act (the “Economic Growth Act”), which repeals or modifies certain provisions of the Dodd-Frank Act and eases regulations on all but the largest banks. The Economic Growth Act also includes regulatory relief for certain institutions, whereby among other things, it simplifies capital calculations by requiring regulators to adopt a threshold for a community bank leverage ratio of between 8% to 10%, institutions under \$10 billion in assets that meet such community bank leverage ratio will automatically be deemed to be well-capitalized, although regulators retain the flexibility to determine that a depository institution may not qualify for the community bank leverage ratio test based on the institution’s risk profile, and exempts community banks from Section 13 of the Bank Holding Company Act if they have less than \$10 billion in total consolidated assets; and exempts banks with less than \$10 billion in assets, and total trading assets and liabilities not exceeding more than five percent of their total assets, from the Volcker Rule restrictions on trading with their own capital. The Economic Growth Act also adds certain protections for consumers, including veterans and active duty military personnel, expanded credit freezes and creation of an identity theft protection database.

Other legislative and regulatory initiatives which could affect the Company, HBC and the banking industry in general may be proposed or introduced before the U.S. Congress, the California legislature and other governmental bodies in the future. 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 the Company or HBC would be affected thereby.

### **Regulatory Capital Requirements**

The federal banking agencies have risk-based capital adequacy guidelines intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization’s operations, both for transactions reported on the balance sheet as assets and for transactions, such as letters of credit and recourse arrangements, that are recorded as off-balance sheet items. In 2013, the Federal Reserve, FDIC, and Office of the Comptroller of the Currency issued final rules (the “Basel III Capital Rules”) establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee’s December 2010 framework, commonly referred to as Basel III, for strengthening international capital standards, as well as implementing certain provisions of the Dodd-Frank Act.

The Basel III Capital Rules became effective for the Company and HBC on January 1, 2015 (subject to phase-in periods for some of their components). The Basel III Capital Rules: (i) introduce a new capital measure called Common Equity Tier 1 (“CET1”), and a related regulatory capital ratio of CET1 to risk-weighted assets; (ii) specify that Tier 1 capital consists of CET1 and “Additional Tier 1 capital” instruments, which are instruments treated as Tier 1 instruments under the prior capital rules that meet certain revised requirements; (iii) mandate that most deductions or adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expand 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 notes and a portion of the allowance for loan and lease losses, in each case, subject to the Basel III Capital Rules’ specific requirements.

Under the Basel III Capital Rules, the following are the initial minimum capital ratios applicable to the Company and HBC as of January 1, 2015:

4.0% Tier 1 leverage ratio;

4.5% CET1 to risk-weighted assets;

6.0% Tier 1 capital (that is, CET1 plus Additional Tier 1 capital) to risk-weighted assets; and

8.0% total capital (that is, Tier 1 capital plus Tier 2 capital) to risk-weighted assets.

The Basel III Capital Rules also introduced a “capital conservation buffer,” composed entirely of CET1, on top of 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 CET1 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 began on January 1, 2016 at 0.625% and will be phased in over a three-year period (increasing by that amount on each subsequent January 1, until it reached 2.5% on January 1, 2019). In 2017, banking organizations, including the Company and HBC, were required to maintain a CET1 capital ratio of at least 5.75%, a Tier 1 capital ratio of at least 7.25%, and a total capital ratio of at least 9.25% to avoid limitations on capital distributions and certain discretionary incentive compensation payments. During 2018, banking organizations, including the Company and HBC, were required to maintain a CET1 capital ratio of at least 6.375%, a Tier 1 capital ratio of at least 7.875%, and a total capital ratio of at least 9.875% to avoid limitations on capital distributions and certain discretionary incentive compensation payments. As of January 1, 2019, the Company and HBC must maintain the following fully phased-in minimum capital ratios:

4.0% Tier 1 leverage ratio;

4.5% CET1 to risk-weighted assets, plus the capital conservation buffer, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7%;

6.0% Tier 1 capital to risk-weighted assets, plus the capital conservation buffer, effectively resulting in a minimum Tier 1 capital ratio of at least 8.5%; and

8.0% total capital to risk-weighted assets, plus the capital conservation buffer, effectively resulting in a minimum total capital ratio of at least 10.5%.

The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1. 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 CET1 to the extent that any one such category exceeds 10% of CET1 or all such items, in the aggregate, exceed 15% of CET1. Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and would be phased-in over a four-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). Under the Basel III Capital Rules, the effects of certain accumulated other comprehensive income or loss items are not excluded for the purposes of determining regulatory capital ratios; however, non-advanced approaches banking organizations (i.e., banking organizations with less than \$250 billion in total consolidated assets or with less than \$10 billion of on-balance sheet foreign exposures), including the Company and HBC, may make a one-time permanent election to exclude these items. The Company and HBC made this election in the first quarter of 2015’s call reports 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 investment securities portfolio.

The Basel III Capital Rules prescribe a new standardized approach for risk weightings that expands the risk weighting categories from the previous four Basel I-derived categories (0%, 20%, 50% and 100%) to a larger and more risk-sensitive number of categories, generally ranging from 0% for U.S. Government and agency securities, to 600% for certain equity exposures, depending on the nature of the assets. The new capital rules generally result in higher risk weights for a variety of asset classes, including certain CRE mortgages. Additional aspects of the Basel III Capital Rules that are relevant to the Company and HBC include:

- consistent with the Basel I risk-based capital rules, assigning exposures secured by single-family residential properties to either a 50% risk weight for first-lien mortgages that meet prudent underwriting standards or a 100% risk weight category for all other mortgages;
- providing for a 20% credit conversion factor for the unused portion of a commitment with an original maturity of one year or less that is not unconditionally cancellable (set at 0% under the Basel I risk-based capital rules);
- assigning a 150% risk weight to all exposures that are nonaccrual or 90 days or more past due (set at 100% under the Basel I risk-based capital rules), except for those secured by single-family residential properties, which will be assigned a 100% risk weight, consistent with the Basel I risk-based capital rules;
- applying a 150% risk weight instead of a 100% risk weight for certain high volatility CRE acquisition, development and construction loans; and
- applying a 250% risk weight to the portion of mortgage servicing rights and deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks that are not deducted from CET1 capital (set at 100% under the Basel I risk-based capital rules).

As of December 31, 2018, the Company's and HBC's capital ratios exceeded the minimum capital adequacy guideline percentage requirements of the federal banking agencies for "well capitalized" institutions under the Basel III capital rules on a fully phased-in basis.

With respect to HBC, the Basel III Capital Rules also revise the prompt corrective action ("PCA"), regulations pursuant to Section 38 of the Federal Deposit Insurance Act, as discussed below under "Prompt Corrective Action."

### Prompt Corrective Action

The Federal Deposit Insurance Act, as amended ("FDIA"), requires federal banking agencies to take PCA in respect of depository institutions that do not meet minimum capital requirements. The FDIA includes the following five capital tiers: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized." A depository institution's capital tier will depend upon how its capital levels compare with various relevant capital measures and certain other factors, as established by regulation. The Basel III Capital Rules, revised the PCA requirements effective January 1, 2015. Under the revised PCA provisions of the FDIA, an insured depository institution generally will be classified in the following categories based on the capital measures indicated:

<u>PCA Category</u>	<u>Total Risk-Based Capital Ratio</u>	<u>Tier 1 Risk-Based Capital Ratio</u>	<u>CET1 Risk-Based Ratio</u>	<u>Tier 1 Leverage Ratio</u>
Well capitalized . . . . .	10 %	8.0 %	6.5 %	5.0 %
Adequately capitalized . . . . .	8 %	6.0 %	4.5 %	4.0 %
Undercapitalized . . . . .	< 8 %	< 6 %	< 4.5 %	< 4 %
Significantly undercapitalized . . . . .	< 6 %	< 4 %	< 3.0 %	< 3 %

The institution is considered "critically undercapitalized" if the institution's tangible equity (defined as Tier 1 equity plus non-Tier 1 perpetual preferred stock) is equal to or less than 2.0% of average quarterly tangible assets.

An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios, if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. A bank's capital category is determined solely for the purpose of applying PCA regulations and the capital category may not constitute an accurate representation of the bank's overall financial condition or prospects for other purposes.

The FDIA generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company, if the depository institution would thereafter be "undercapitalized." "Undercapitalized" institutions are subject to growth limitations and are required to submit capital

restoration plans. If a depository institution fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.” “Significantly undercapitalized” depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become “adequately capitalized,” requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. “Critically undercapitalized” institutions are subject to the appointment of a receiver or conservator.

The capital classification of a bank holding company and a bank affects the frequency of regulatory examinations, the bank holding company’s and the bank’s ability to engage in certain activities and the deposit insurance premium paid by the bank. As of December 31, 2018, we met the requirements to be “well-capitalized” based upon the aforementioned ratios for purposes of the prompt corrective action regulations, as currently in effect.

The appropriate federal banking agency may determine (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.

### ***Heritage Commerce Corp***

***General.*** As a bank holding company, HCC is subject to regulation and supervision by, the Federal Reserve under the Bank Holding Company Act of 1956, as amended, or the BHCA. Under the BHCA, HCC is subject to periodic examination by the Federal Reserve. HCC is required to file with the Federal Reserve periodic reports of the its operations and such additional information as the Federal Reserve may require. In accordance with Federal Reserve policy, and as now codified by the Dodd-Frank Act, HCC is legally obligated to act as a source of financial strength to HBC and to commit resources to support HBC in circumstances where HCC might not otherwise do so.

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.

***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 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”). These include, for example: (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.*** The BHCA generally prohibits HCC from acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company that is not a bank and from engaging in any business other than that of banking, managing and controlling banks or furnishing services to banks and their subsidiaries. This general prohibition is subject to a number of exceptions. The principal exception allows bank holding companies to engage in, and to own shares of companies engaged in, certain businesses found by the Federal Reserve prior to November 11, 1999 to be “so closely related to banking as to be a proper incident thereto.” This authority would permit HCC to engage in a variety of banking-related businesses, including the ownership and operation of a savings association, or any entity engaged in consumer finance, equipment leasing, the operation of a computer service bureau (including software development) and mortgage banking and brokerage. The BHCA generally does not place territorial restrictions on the domestic activities of nonbank subsidiaries 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.

Bank holding companies that meet certain eligibility requirements prescribed by the BHCA and elect to operate as financial holding companies may engage in, or own shares in companies engaged in, a wider range of nonbanking activities, including securities and insurance underwriting and sales, merchant banking and any other activity that the Federal Reserve, in consultation with the Secretary of the Treasury, determines by regulation or order is financial in nature or incidental to any such financial activity or that the Federal Reserve determines by order to be complementary to any such financial activity and does not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. HCC has not elected to be a financial holding company, and we 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.

**Capital Requirements.** Bank holding companies are required to maintain capital in accordance with Federal Reserve capital adequacy requirements, as affected by the Dodd-Frank Act and Basel III. For a discussion of capital requirements, see “Regulatory Capital Requirements” above.

**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. The Dodd-Frank Act codified this policy as a statutory requirement. Under this requirement HCC is expected to commit resources to support HBC, including at times when HCC may not be in a financial position to provide it. HCC must stand ready to use its available resources to provide adequate capital to the subsidiary bank during periods of financial stress or adversity. HCC must also maintain the financial flexibility and capital raising capacity to obtain additional resources for assisting HBC. HCC’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 HBC are subordinate in right of payment to deposits and to certain other indebtedness of HBC. The BHCA provides that in the event of HCC’s bankruptcy any commitment by a bank holding company to a federal bank regulatory agency to maintain the capital of its subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

**Dividend Payments, Stock Redemptions and Repurchases.** HCC’s ability to pay dividends to its shareholders is affected by both general corporate law considerations and the policies of the Federal Reserve applicable to bank holding companies. As a general matter, the Federal Reserve has indicated that the board of directors of a bank holding company should eliminate, defer or significantly reduce dividends to shareholders if: (i) the bank holding company’s net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (ii) the prospective rate of earnings retention is inconsistent with the bank holding company’s capital needs and overall current and prospective financial condition; or (iii) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. If HCC’s fails to adhere to these policies, the Federal Reserve could find that HCC is operating in an unsafe and unsound manner. In addition, under the Basel III Rule, institutions that seek to pay dividends must maintain 2.5% in CET1 attributable to the capital conservation buffer, which was being phased in over a three year period and is fully phased in as of January 1, 2019. See “Supervision and Regulation—Regulatory Capital Requirements” above.

Subject to exceptions for well-capitalized and well-managed holding companies, Federal Reserve regulations also require approval of holding company purchases and redemptions of its securities if the gross consideration paid exceeds 10 percent of consolidated net worth for any 12-month period. In addition, under Federal Reserve policies, bank holding companies must consult with and inform the Federal Reserve in advance of (i) redeeming or repurchasing capital instruments when experiencing financial weakness and (ii) redeeming or repurchasing common stock and perpetual preferred stock if the result will be a net reduction in the amount of such capital instruments outstanding for the quarter in which the reduction occurs.

As a California corporation, HCC is subject to the limitations of California law, which allows a corporation to distribute cash or property to shareholders, including a dividend or repurchase or redemption of shares, if the corporation meets either a retained earnings test or a “balance sheet” test. Under the retained earnings test, HCC may make a distribution from retained earnings to the extent that its retained earnings exceed the sum of (i) the amount of the

distribution plus (ii) the amount, if any, of dividends in arrears on shares with preferential dividend rights. HCC may also make a distribution if, immediately after the distribution, the value of its assets equals or exceeds the sum of (a) its total liabilities plus (b) the liquidation preference of any shares which have a preference upon dissolution over the rights of shareholders receiving the distribution. Indebtedness is not considered a liability if the terms of such indebtedness provide that payment of principal and interest thereon are to be made only if, and to the extent that, a distribution to shareholders could be made under the balance sheet test. In addition, HCC may not make distributions if it is, or as a result of the distribution would be, likely to be unable to meet its liabilities (except those whose payment is otherwise adequately provided for) as they mature. A California corporation may specify in its articles of incorporation that distributions under the retained earnings test or balance sheet test can be made without regard to the preferential rights amount. HCC's articles of incorporation do not address distributions under either the retained earnings test or the balance sheet test.

***Acquisitions, Activities and Change in Control.*** The BHCA generally requires the prior approval by the Federal Reserve for any merger involving a bank holding company or any of bank holding company's acquisition of more than 5% of a class of voting securities of any additional bank or bank holding company or to acquire all or substantially all, the assets of any additional bank or bank holding company. In reviewing applications seeking approval of merger and acquisition transactions, Federal Reserve considers, 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.

Subject to certain conditions (including deposit concentration limits established by the BHCA and the Dodd-Frank Act), the Federal Reserve may allow a bank holding company to acquire banks located in any state of the United States. In approving interstate acquisitions, the Federal Reserve is required to give effect to applicable state law limitations on the aggregate amount of deposits that may be held by the acquiring bank holding company and its insured depository institution affiliates in the state in which the target bank is located (provided that those limits do not discriminate against out-of-state depository institutions or their holding companies) and state laws that require that the target bank have been in existence for a minimum period of time (not to exceed five years) before being acquired by an out-of-state bank holding company. Furthermore, in accordance with the Dodd-Frank Act, bank holding companies must be well-capitalized and well-managed in order to complete interstate mergers or acquisitions. For a discussion of the capital requirements, see "—Regulatory Capital Requirements" above.

Federal law also prohibits any person or company from acquiring "control" of an FDIC-insured depository institution or its holding company without prior notice to the appropriate federal bank regulator. "Control" is conclusively presumed to exist upon the acquisition of 25% or more of the outstanding voting securities of a bank or bank holding company, but may arise under certain circumstances between 5% and 24.99% ownership.

Under the California Financial Code, any proposed acquisition of "control" of HBC by any person (including a company) must be approved by the Commissioner of the DBO. The California Financial Code defines "control" as the power, directly or indirectly, to direct HBC's management or policies or to vote 25% or more of any class of HBC's outstanding voting securities. Additionally, a rebuttable presumption of control arises when any person (including a company) seeks to acquire, directly or indirectly, 10% or more of any class of HBC's outstanding voting securities.

### ***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 DBO and by the Federal Reserve as HBC's primary Federal regulators. The regulations of these agencies govern most aspects of a bank's business.

Pursuant to the 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, 2018, 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. As of December 31, 2018, HBC was 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.

**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. 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.

**Deposit Insurance.** As an FDIC-insured institution, HBC is required to pay deposit insurance premium assessments to the FDIC. The premiums fund the Deposit Insurance Fund (“DIF”). The FDIC assesses a quarterly deposit insurance premium on each insured institution based on risk characteristics of the institution and may also impose special assessments in emergency situations. Effective July 1, 2016, the FDIC changed the deposit insurance assessment system for banks, such as HBC, with less than \$10 billion in assets that have been federally insured for at least five years. Among other changes, the FDIC eliminated risk categories for such banks and now uses the “financial ratios method” to determine assessment rates for all such banks. Under the financial ratios method, the FDIC determines assessment rates based on a combination of financial data and supervisory ratings that estimate a bank’s probability of failure within three years. The assessment rate determined by considering such information is then applied to the amount of the institution’s average assets minus average tangible equity to determine the institution’s insurance premium.

The Dodd-Frank Act requires the FDIC to ensure that the DIF reserve ratio reaches 1.35% by September 3, 2020. The DIF reserve ratio is the amount in the DIF as a percentage of DIF-insured deposits. The Dodd-Frank Act also altered the minimum designated reserve ratio by the DIF, increasing the minimum from 1.15% to 1.35%, and eliminated the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. At least semi-annually, the FDIC updates its loss and income projections for the DIF and, if needed, may increase or decrease the assessment rates, following notice and comment on proposed rulemaking if required. As a result, HBC’s FDIC deposit insurance premiums could increase. During the year ended December 31, 2018, HBC paid \$956,000 in total FDIC deposit insurance premiums.

The FDIC may terminate deposit insurance of any insured institution if the FDIC finds that the insured institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC or any other regulatory agency.

**FICO Assessments.** In addition to paying basic deposit insurance assessments, insured depository institutions must pay Financing Corporation assessments (“FICO Assessments”). Financing Corporation is a mixed-ownership governmental corporation chartered by the former FHLB Board pursuant to the Competitive Equality Banking Act of 1987 to function as a financing vehicle for the recapitalization of the former Federal Savings and Loan Insurance Corporation. Financing Corporation issued 30-year noncallable bonds of approximately \$8.1 billion that mature in 2017 through 2019. Financing Corporation’s authority to issue bonds ended on December 12, 1991. Since 1996, federal legislation has required that all FDIC-insured depository institutions pay assessments to cover interest payments on Financing Corporation’s outstanding obligations. The FICO Assessment rate is adjusted quarterly and was approximately 0.00035% of average total assets less average tangible equity for the third quarter of 2018. During the year ended December 31, 2018, HBC paid \$87,000 in aggregate FICO Assessments.

**Supervisory Assessments.** California-chartered banks are required to pay supervisory assessments to the DBO to fund its operations. The amount of the assessment paid by a California bank to the DBO is calculated on the basis of the institution’s total assets, including consolidated subsidiaries, as reported to the DBO. During the year ended December 31, 2018, HBC paid supervisory assessments to the DBO totaling \$218,000.

**Capital Requirements.** Banks are generally required to maintain capital levels in excess of other businesses. For a discussion of capital requirements, see “—Regulatory Capital Requirements” above.

**Dividend Payments.** The primary source of funds for HCC is dividends from HBC. Under the California Financial Code, HBC is permitted to pay a dividend in the following circumstances: (i) without the consent of either the DBO or HBC’s shareholders, in an amount not exceeding the lesser of (a) the retained earnings of HBC; or (b) the net income of HBC for its last three fiscal years, less the amount of any distributions made during the prior period; (ii) with the prior approval of the DBO, in an amount not exceeding the greatest of: (a) the retained earnings of HBC; (b) the net income of HBC for its last fiscal year; or (c) the net income for HBC for its current fiscal year; and (iii) with the prior approval of the DBO and HBC’s shareholders (i.e., HCC) in connection with a reduction of its contributed capital.

The payment of dividends by any financial institution is affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations, and a financial institution generally is prohibited from paying any dividends if, following payment thereof, the institution would be undercapitalized. In addition, in order to pay a dividend, the Basel III Capitals Rules’ capital conservation buffer generally requires that must maintain over a 2.5% in CET1 attributable to the Capital Conservation Buffer, which is to be phased in over a three-year period that began on January 1, 2016. See “—Regulatory Capital Requirements” above. As described above, HBC exceeded its minimum capital requirements under applicable regulatory guidelines as of December 31, 2018.

**Transactions with Affiliates.** Transactions between depository institutions and their affiliates, including transactions between HBC and HCC, are governed by Sections 23A and 23B of the Federal Reserve Act and the Federal Reserve’s Regulation W promulgated thereunder. Generally, Section 23A limits the extent to which a depository institution and its subsidiaries may engage in “covered transactions” with any one affiliate to an amount equal to 10% of the depository institution’s capital stock and surplus, and contains an aggregate limit on all such transactions with all affiliates of an amount equal to 20% of the depository institution’s capital stock and surplus. Section 23A also establishes specific collateral requirements for loans or extensions of credit to, or guarantees, acceptances or letters of credit issued on behalf of, an affiliate. Section 23B requires that covered transactions and a broad list of other specified transactions be on terms substantially the same, or at least as favorable to the depository institution and its subsidiaries, as those for similar transactions with non-affiliates.

**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 the Federal Reserve’s Regulation O, as well as the Sarbanes-Oxley Act. These laws and regulations impose limits on the amount of loans HBC may make to directors and other insiders and require, among other things, that: (i) 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; (ii) HBC 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 (iii) the loans not involve a greater-than-normal risk of non-payment or include other features not favorable to HBC. A violation of these restrictions may result in the assessment of substantial civil monetary penalties on the affected bank or any officer, director, employee, agent or other person participating in the conduct of the affairs of that bank, the imposition of a cease and desist order, and other regulatory sanctions.

***Safety and Soundness Standards/Risk Management.*** The federal banking agencies have adopted guidelines establishing operational and managerial standards to promote the safety and soundness of federally insured depository institutions. The guidelines set forth standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings.

In general, the safety and soundness guidelines prescribe the goals to be achieved in each area, and each institution is responsible for establishing its own procedures to achieve those goals. If an institution fails to comply with any of the standards set forth in the guidelines, the financial institution's primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. If a financial institution fails to submit an acceptable compliance plan, or fails in any material respect to implement a compliance plan that has been accepted by its primary federal regulator, the regulator is required to issue an order directing the institution to cure the deficiency. Until the deficiency cited in the regulator's order is cured, the regulator may restrict the financial institution's rate of growth, require the financial institution to increase its capital, restrict the rates the institution pays on deposits or require the institution to take any action the regulator deems appropriate under the circumstances. Noncompliance with the standards established by the safety and soundness guidelines may also constitute grounds for other enforcement action by the federal bank regulatory agencies, including cease and desist orders and civil money penalty assessments.

During the past decade, the bank regulatory agencies have increasingly emphasized the importance of sound risk management processes and strong internal controls when evaluating the activities of the financial institutions they supervise. Properly managing risks has been identified as critical to the conduct of safe and sound banking activities and has become even more important as new technologies, product innovation, and the size and speed of financial transactions have changed the nature of banking markets. The agencies have identified a spectrum of risks facing a banking institution including, but not limited to, credit, market, liquidity, operational, legal, and reputational risk. In particular, recent regulatory pronouncements have focused on operational risk, which arises from the potential that inadequate information systems, operational problems, breaches in internal controls, fraud, or unforeseen catastrophes will result in unexpected losses. New products and services, third-party risk management and cybersecurity are critical sources of operational risk that financial institutions are expected to address in the current environment. HBC is expected to have active board and senior management oversight; adequate policies, procedures, and limits; adequate risk measurement, monitoring, and management information systems; and comprehensive internal controls.

***Branching Authority.*** California banks, such as HBC, may, under California law, establish a banking office so long as the bank's board of directors approves the banking office and the DBO is notified of the establishment of the banking office. Deposit-taking banking offices must be approved by the FDIC, which considers a number of factors, including financial history, capital adequacy, earnings prospects, character of management, needs of the community and consistency with corporate power. The Dodd-Frank Act permits insured state banks to engage in de novo interstate branching if the laws of the state where the new banking office is to be established would permit the establishment of the banking office if it were chartered by such state. Finally, we may also establish banking offices in other states by merging with banks or by purchasing banking offices of other banks in other states, subject to certain regulatory restrictions.

***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.

***Anti-Money Laundering and Office of Foreign Assets Control Regulation.*** The Patriot Act, is designed to deny terrorists and criminals the ability to obtain access to the U.S. financial system and has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act mandates financial services companies to have policies and procedures with respect to measures designed to address any or all of the following matters: (i) customer identification programs; (ii) money laundering; (iii) terrorist financing; (iv) identifying and reporting suspicious activities and currency transactions; (v) currency crimes; and (vi) cooperation between financial institutions and law enforcement authorities. 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.

Treasury’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. Financial Institutions 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. Banking regulators examine banks for compliance with the economic sanctions regulations administered by OFAC and failure of a financial institution to maintain and implement adequate OFAC programs, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution.

***Concentrations in Commercial Real Estate.*** Concentration risk exists when financial institutions deploy too many assets to any one industry or segment. Concentration stemming from commercial real estate is one area of regulatory concern. The Commercial Real Estate Concentration Guidance provides supervisory criteria, including the following numerical indicators, to assist bank examiners in identifying banks with potentially significant commercial real estate loan concentrations that may warrant greater supervisory scrutiny: (i) commercial real estate loans exceeding 300% of capital and increasing 50% or more in the preceding three years; or (ii) construction and land development loans exceeding 100% of capital. The CRE Concentration Guidance does not limit banks’ levels of commercial real estate lending activities, 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. As of December 31, 2018, using regulatory definitions in the CRE Concentration Guidance, our CRE loans represented 242% of our total risk-based capital, as compared to 225% as of December 31, 2017. If the FDIC become concerned about our CRE loan concentrations, it could limit our ability to grow by restricting its approvals for the establishment or acquisition of branches, or approvals of mergers or other acquisition opportunities.

### ***Consumer Financial Services***

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.

Many states and local jurisdictions have consumer protection laws analogous to those listed above. These federal, state and local laws regulate the manner in which financial institutions deal with customers when taking deposits, making loans or conducting other types of transactions. Failure to comply with these laws and regulations could give rise to regulatory sanctions, customer rescission rights, action by state and local attorneys general and civil or criminal liability.

The structure of federal consumer protection regulation applicable to all providers of consumer financial products and services changed significantly on July 21, 2011, when the CFPB commenced operations to supervise and enforce consumer protection laws. The consumer protection provisions of the Dodd-Frank Act 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 protection laws and new requirements for financial services products provided for in the Dodd-Frank Act, 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, the Dodd-Frank Act 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. The Dodd-Frank Act 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. The CFPB has examination and enforcement authority over providers with more than \$10 billion in assets. Banks and savings institutions with \$10 billion or less in assets, like HBC, will continue to be examined by their applicable bank regulators.

***Mortgage and Mortgage-Related Products.*** Because abuses in connection with home mortgages were a significant factor contributing to the financial crisis, many new rules issued by the CFPB and required by the Dodd-Frank Act address mortgage and mortgage-related products, their underwriting, origination, servicing and sales. The Dodd-Frank Act significantly expanded underwriting requirements applicable to loans secured by 1-4 family residential real property and augmented federal law combating predatory lending practices. In addition to numerous disclosure requirements, the Dodd-Frank Act imposed new standards for mortgage loan originations on all lenders, including banks and savings associations, in an effort to strongly encourage lenders to verify a borrower's ability to repay, while also establishing a presumption of compliance for certain "qualified mortgages."

***Ability-to-Repay Requirement and Qualified Mortgage Rules.*** On January 10, 2013, the CFPB issued a final rule implementing the Dodd-Frank Act's ability-to-repay requirements. Under the final rule, lenders, in assessing a borrower's ability to repay a mortgage-related obligation, must consider eight underwriting factors: (i) current or reasonably expected income or assets; (ii) current employment status; (iii) monthly payment on the subject transaction; (iv) monthly payment on any simultaneous loan; (v) monthly payment for all mortgage-related obligations; (vi) current debt obligations, alimony, and child support; (vii) monthly debt-to-income ratio or residual income; and (viii) credit history. The final rule also includes guidance regarding the application of and methodology for evaluating these factors.

Further, the final rules require that qualified mortgages cannot include "no-doc" loans and loans with negative amortization, interest-only payments, balloon payments, terms in excess of 30 years, or points and fees paid by the borrower that exceed 3% of the loan amount, subject to certain exceptions. In addition, for qualified mortgages, the rules mandate that the monthly payment be calculated on the highest payment that will occur in the first five years of the loan, and require that the borrower's total debt-to-income ratio generally may not be more than 43%. The final rules also provide that certain mortgages that satisfy the general product feature requirements for qualified mortgages and that also satisfy the underwriting requirements of Fannie Mae and Freddie Mac (while they operate under federal conservatorship or receivership), the U.S. Department of Housing and Urban Development, the Department of Veterans Affairs, the Department of Agriculture or the Rural Housing Service are also considered to be qualified mortgages. This second category of qualified mortgages will phase out as the aforementioned federal agencies issue their own rules regarding qualified mortgages, the conservatorship of Fannie Mae and Freddie Mac ends, and, in any event, will invest in January 2021.

As set forth in the Dodd-Frank Act, subprime (or higher-priced) mortgage loans are subject to the ability-to-repay requirement, and the final rules provide for a rebuttable presumption of lender compliance for those loans. The final rule also applied the ability-to-repay requirement to prime loans, while also providing a conclusive presumption of compliance (i.e., a safe harbor) for prime loans that are also qualified mortgages. Additionally, the final rule generally prohibits prepayment penalties (subject to certain exceptions) and sets forth a 3-year record retention period with respect to documenting and demonstrating the ability-to-repay requirement and other provisions.

### ***Incentive Compensation Guidance and Proposed Restrictions***

The federal bank regulatory agencies have issued comprehensive guidance intended to ensure that the incentive compensation policies do not undermine the safety and soundness of those organizations by encouraging excessive risk-taking. The incentive compensation guidance sets expectations for banking organizations concerning their incentive compensation arrangements and related risk-management, control and governance processes. The incentive compensation 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 three primary principles: (i) balanced risk-taking incentives; (ii) compatibility with effective controls and risk management; and (iii) strong corporate governance. Any deficiencies in compensation practices that are identified may be incorporated into the organization's supervisory ratings, which can affect its ability to make acquisitions or take other actions. In addition, under the incentive compensation guidance, a banking organization's federal supervisor may initiate enforcement action if the organization's incentive compensation arrangements pose a risk to the safety and soundness of the organization.

In 2016, several federal financial agencies (including the Federal Reserve and FDIC) proposed restrictions on incentive-based compensation pursuant to Section 956 of the Dodd-Frank Act for financial institutions with \$1 billion or more in total consolidated assets. For institutions with at least \$1 billion but less than \$50 billion in total consolidated assets, the proposal would impose principles-based restrictions that are broadly consistent with existing interagency guidance on incentive-based compensation. Such institutions would be prohibited from entering into incentive compensation arrangements that encourage inappropriate risks by the institution (i) by providing an executive officer, employee, director, or principal shareholder with excessive compensation, fees, or benefits, or (ii) that could lead to material financial loss to the institution. The comment period for these proposed regulations has closed, but a final rule has not been published. Depending upon the outcome of the rule making process, the application of this rule to us could require us to revise our compensation strategy, increase our administrative costs and adversely affect our ability to recruit and retain qualified employees.

Further, as discussed above, the Basel III Capital Rules limit discretionary bonus payments to bank executives if the institution's regulatory capital ratios fail to exceed certain thresholds. See "—Regulatory Capital Requirements" above.

The scope and content of the U.S. banking regulators' policies on executive compensation are continuing to develop and are likely to continue evolving in the near future.

### ***Financial Privacy***

The federal bank regulatory agencies have adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a non-affiliated third party. These regulations affect how consumer information is transmitted through financial services companies and conveyed to outside vendors. In addition, consumers may also prevent disclosure of certain information among affiliated companies that is assembled or used to determine eligibility for a product or service, such as that shown on consumer credit reports and asset and income information from applications. Consumers also have the option to direct banks and other financial institutions not to share information about transactions and experiences with affiliated companies for the purpose of marketing products or services.

### ***Impact of Monetary Policy***

The monetary policy of the Federal Reserve has a significant effect on the operating results of financial or bank holding companies and their subsidiaries. Among the tools available to the Federal Reserve to affect the money supply are open market transactions in U.S. government securities, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These means are used in varying combinations to influence



overall growth and distribution of bank loans, investments and deposits, and their use may affect interest rates charged on loans or paid on deposits.

### ***Enforcement Powers of Federal and State Banking Agencies***

The federal bank regulatory agencies have broad enforcement powers, including the power to terminate deposit insurance, impose substantial fines and other civil and criminal penalties, and appoint a conservator or receiver for financial institutions. Failure to comply with applicable laws and regulations could subject us and our officers and directors to administrative sanctions and potentially substantial civil money penalties. The DBO also has broad enforcement powers over us, including the power to impose orders, remove officers and directors, impose fines and appoint supervisors and conservators.

## **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 Business**

***Our Business could be adversely affected by unfavorable economic and market conditions.***

Our business and operations are sensitive to general business and economic conditions in the United States, generally, and particularly the state of California and our market area. Unfavorable or uncertain economic and market conditions could lead to credit quality concerns related to borrower repayment ability and collateral protection as well as reduced demand for the products and services we offer. Unlike larger banks that are more geographically diversified, we provide banking services to customers primarily in the southern and eastern regions of the general San Francisco Bay Area of California. In recent years, there has been a gradual improvement in the U.S. economy as evidenced by a rebound in the housing market, lower unemployment and higher valuations in the equities markets; however, economic growth has been uneven, and opinions vary on the strength and direction of the economy. Uncertainties also have arisen regarding the potential for a reversal or renegotiation of international trade agreements, and the impact such actions and other policies may have on economic and market conditions. In addition, concerns about the performance of international economies, especially in Europe and emerging markets, and economic conditions in Asia, can impact the economy and financial markets here in the United States. If the national, regional and local economies experience worsening economic conditions, including high levels of unemployment, our growth and profitability could be constrained. Weak economic conditions are characterized by, among other indicators, deflation, elevated levels of unemployment, fluctuations in debt and equity capital markets, increased delinquencies on mortgage, commercial and consumer loans, residential and commercial real estate price declines, and lower home sales and commercial activity. Various market conditions may also negatively affect our operating results. Real estate market conditions directly affect performance of our loans secured by real estate. Debt markets affect the availability of credit, which affects the rates and terms at which we offer loans and leases. Stock market downturns affect businesses' ability to raise capital and invest in business expansion. Stock market downturns often signal broader economic deterioration and/or a downward trend in business earnings, which adversely affects businesses' ability to service their debts. All of these factors are generally detrimental to our business.

An economic recession or a downturn in various markets could have one or more of the following adverse effects on our business:

- a decrease in the demand for our loan or other products and services offered by us;
- a decrease in our deposit balances due to an overall reduction in customer accounts;
- a decrease in the value of our investment securities and loans;
- an increase in the level of nonperforming and classified loans;

- an increase in the provision for credit losses and loan and lease charge-offs;
- a decrease in net interest income derived from our lending and deposit gathering activities;
- a decrease in the Company's stock price;
- an increase in our operating expenses associated with attending to the effects of the above-listed circumstances; and/or
- a decrease in real estate values or a general decrease in capital available to finance real estate transactions, which could have a negative impact on borrowers' ability to pay off their loans as they mature.

***Fluctuations in interest rates may reduce net interest income and otherwise negatively affect our financial condition and results of operations.***

Shifts in short-term interest rates may reduce net interest income, which is the principal component of our earnings. Net interest income is the difference between the amounts received by us on our interest-earning assets and the interest paid by us on our interest-bearing liabilities. When interest rates rise, the rate of interest we earn on our assets, such as loans, typically rises more quickly than the rate of interest that we pay on our interest-bearing liabilities, such as deposits, which may cause our profits to increase. When interest rates decrease, the rate of interest we earn on our assets, such as loans, typically declines more quickly than the rate of interest that we pay on our interest-bearing liabilities, such as deposits, which may cause our profits to decrease. Many factors affect interest rates, including governmental monetary policies, inflation, recession, changes in unemployment, the money supply and international disorder and instability in domestic and foreign financial markets.

Interest rate increases often result in larger payment requirements for our borrowers, which increases the potential for default. At the same time, the marketability of the underlying property may be adversely affected by any reduced demand resulting from higher interest rates. In a declining interest rate environment, there may be an increase in prepayments on loans as borrowers refinance their mortgages and other indebtedness at lower rates.

Changes in interest rates also can affect the value of loans, securities and other assets. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans may lead to an increase in nonperforming assets and a reduction of income recognized, which could have a material adverse effect on our results of operations and cash flows. Further, when we place a loan on nonaccrual status, we reverse any accrued but unpaid interest receivable, which decreases interest income. Subsequently, we continue to have a cost to fund the loan, which is reflected as interest expense, without any interest income to offset the associated funding expense. Thus, an increase in the amount of nonperforming assets would have an adverse impact on net interest income.

Rising interest rates result in a decline in value of fixed-rate debt securities we hold in our investment securities portfolio. The unrealized losses resulting from holding these securities will be recognized in accumulated other comprehensive income (loss) and reduce total shareholders' equity. Unrealized losses do not negatively affect our regulatory capital ratios; however, tangible common equity and the associated ratios would be reduced. If unrealized loss debt securities are sold, such realized losses will reduce our regulatory capital ratios.

If short-term interest rates decline, and assuming longer term interest rates fall faster, we could experience net interest margin compression as our interest-earning assets would continue to reprice downward while our interest-bearing liability rates could fail to decline in tandem. This would have a material adverse effect on our net interest income, financial condition, and results of operations.

***We could recognize losses on securities held in our securities portfolio, particularly if interest rates increase or economic and market conditions deteriorate.***

As of December 31, 2018, the fair value of our securities portfolio was approximately \$825.2 million. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse changes to the fair value of these securities. For example, fixed-rate securities acquired by us are generally subject to decreases in market value when interest rates rise. Additional factors include, but are not limited to, rating agency downgrades of the securities or our own analysis of the value of the security, defaults by the issuer or individual mortgagors

with respect to the underlying securities, and continued instability in the credit markets. Any of the foregoing factors could cause other-than-temporary impairment in future periods and result in realized losses. The process for determining whether impairment is other-than-temporary usually requires difficult, subjective judgments about the future financial performance of the issuer and any collateral underlying the security in order to assess the probability of receiving all contractual principal and interest payments on the security. Because of changing economic and market conditions affecting interest rates, the financial condition of issuers of the securities and the performance of the underlying collateral, we may recognize realized and/or unrealized losses in future periods, which could have an adverse effect on our financial condition and results of operations.

***Liquidity risks could affect operations and jeopardize our business, financial condition, and results of operations.***

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans and/or investment securities and from other sources could have a substantial negative effect on our liquidity. Our most important source of funds consists of our customer deposits. Such deposit balances can decrease when customers perceive alternative investments, such as the stock market, as providing a better risk/return tradeoff. If customers move money out of bank deposits and into other investments, we could lose a relatively low cost source of funds, thereby increasing our funding costs.

Other primary sources of funds consist of cash from operations. Additional liquidity is provided by our ability to borrow from the Federal Reserve Bank of San Francisco and the Federal Home Loan Bank of San Francisco. We also may borrow from third-party lenders from time to time. Our access to funding sources in amounts adequate to finance or capitalize our activities on terms that are acceptable to us could be impaired by factors that affect us directly or the financial services industry or economy in general, such as disruptions in the financial markets or negative views and expectations about the prospects for the financial services industry.

Any decline in available funding could adversely impact our ability to continue to implement our strategic plan, including our ability to originate loans, invest in securities, meet our expenses, or to fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse impact on our liquidity, business, financial condition and results of operations.

***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.***

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. 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. Interest-bearing accounts earn interest at rates established by management based on competitive market factors. 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.

***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, 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 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.

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.

#### **Risks Related to Our Loans**

***Because a significant portion of our loan portfolio is comprised of real estate loans, negative changes in the economy affecting real estate values and liquidity could impair the value of collateral securing our real estate loans and result in loan and other losses.***

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, 2018, approximately \$1.28 billion, or 67% of our loan portfolio, was comprised of loans with real estate as a primary or secondary component of collateral. Included in the loans secured by real estate were \$580.2 million or 45% of owner occupied loans. The real estate securing our loan portfolio is concentrated in California.

As a result, adverse developments affecting real estate values in our market areas could increase the credit risk associated with our real estate loan portfolio. 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. Adverse changes affecting real estate values and the liquidity of real estate in one or more of our markets could increase the credit risk associated with our loan portfolio, significantly impair the value of property pledged as collateral on loans and affect our ability to sell the collateral upon foreclosure without a loss or additional losses, which could result in losses that would adversely affect profitability. Such declines and losses would have a material adverse impact on our business, financial condition, and results of operations. In addition, if hazardous or toxic substances are found on properties pledged as collateral, the value of the real estate could be impaired. If we foreclose on and take title to such properties, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses to address unknown liabilities and may materially reduce the affected property's value or limit our ability to use or sell the affected property.

***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, 2018, land and construction loans, (including land acquisition and development loans) totaled \$122.4 million or 6% of our portfolio. Of these loans, 28% were comprised of owner occupied and 72% non-owner occupied construction and land loans. These loans involves additional risks because funds are advanced upon the security of the project, which is of uncertain value prior to its completion, and costs may exceed realizable values in declining real estate markets. Because of the uncertainties inherent in estimating construction costs and the realizable market value of the completed project and the effects of governmental regulation of real property, 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, in part, on the success of the ultimate project and the ability of the borrower to sell or lease the property, rather than the ability of the borrower or guarantor to repay principal and interest. If our appraisal of the value of the completed project proves to be overstated or market values or rental rates decline, we may have inadequate security for the repayment of the loan upon completion of project construction. If we are forced to foreclose on a project prior to or at completion due to a default, we may not 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 while we attempt to dispose of it.

The risks inherent in construction lending may affect adversely our results of operations. Such risks include, among other things, the possibility that contractors may fail to complete, or complete on a timely basis, construction of the relevant properties; substantial cost overruns in excess of original estimates and financing; market deterioration during construction; and lack of permanent take-out financing. Loans secured by such properties also involve additional risks because they have no operating history. In these construction loans, loan funds are advanced upon the security of the project under construction (which is of uncertain value prior to completion of construction) and the estimated operating cash flow to be generated by the completed project. Such properties may not be sold or leased so as to generate the cash flow anticipated by the borrower. A general decline in real estate sales and prices across the U.S. or locally in the relevant real estate market, a decline in demand for residential property, economic weakness, high rates of unemployment and reduced availability of mortgage credit are some of the factors that can adversely affect the borrowers' ability to repay their obligations to us and the value of our security interest in collateral, and thereby adversely affect our results of operations and financial results.

***Supervisory guidance on commercial real estate concentrations could restrict our activities and impose financial requirements or limits on the conduct of our business.***

As a part of their regulatory oversight, in 2006 federal bank regulators issued guidance titled, "Concentrations in Commercial Real Estate Lending, Sound Risk Management," which we refer to as the CRE Concentration Guidance. Additional guidance which focused on CRE lending, including an Interagency Statement titled, "Statement on Prudent Risk Management for Commercial Real Estate Lending," has been issued from time to time since 2006 and CRE lending continues to be a significant focus of federal and state bank regulators. These various guidelines and pronouncements were issued in response to the agencies' concerns that rising CRE concentrations might expose institutions to unanticipated earnings and capital volatility in the event of adverse changes in the commercial real estate market. The CRE Concentration Guidance identifies certain concentration levels that, if exceeded, will expose the institution to additional supervisory analysis with regard to the institution's CRE concentration risk. The CRE Concentration Guidance is designed to promote appropriate levels of capital and sound loan and risk management practices for institutions with a concentration of CRE loans. In general, the CRE Concentration Guidance establishes the following supervisory criteria as preliminary indications of possible CRE concentration risk: (i) the institution's total construction, land development and other land loans represent 100% or more of total risk-based capital; or (ii) total CRE loans as defined in the regulatory guidelines represent 300% or more of total risk-based capital, and the institution's CRE loan portfolio has increased by 50% or more during the prior 36-month period. Pursuant to the CRE Concentration Guidelines, loans secured by owner-occupied commercial real estate are not included for purposes of CRE Concentration calculation. As of December 31, 2018, using regulatory definitions in the CRE Concentration Guidance, our CRE loans represented 242% of our total risk-based capital, as compared to 225% as of December 31, 2017. If the FDIC became concerned about our CRE loan concentrations, they could inhibit our organic growth by restricting our ability to execute on our strategic plan.

***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 securing a loan may be less than estimated, and if a default occurs we may not recover the outstanding balance of the loan.

***Many of our loans are to commercial borrowers, which may have a higher degree of risk than other types of borrowers.***

At December 31, 2018, commercial loans totaled \$597.8 million or 32% of our loan portfolio (including SBA loans, asset-based lending, and factored receivables). Commercial loans often involve risks that are different from other types of lending. Because payments on such loans are often dependent on the successful operation or development of the property or business involved, repayment of such loans is often more sensitive than other types of loans to adverse conditions in the real estate market or the general business climate and economy. Accordingly, a downturn in the real estate market and a challenging business and economic environment may increase our risk related to commercial loans. Unlike residential property loans, which generally are made on the basis of the borrowers' ability to make repayment from their employment and other income and which are secured by real property whose value tends to be more easily ascertainable, commercial loans typically are made on the basis of the borrowers' ability to make repayment from the cash flow of the commercial venture. Our commercial loans are primarily made based on the identified cash flow of the borrower and secondarily on the collateral underlying the loans. Most often, this collateral consists of accounts receivable, inventory and equipment. Inventory and equipment may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business. If the cash flow from business operations is reduced, the borrower's ability to repay the loan may be impaired. Due to the larger average size of each commercial loan, as well as collateral that is generally less readily-marketable, losses incurred on a small number of commercial loans could have a material adverse impact on our financial condition and results of operations.

***The small and medium-sized businesses that we lend to may have fewer resources to weather adverse business developments, which may impair a borrower's ability to repay a loan, and such impairment could adversely affect our results of operations and financial condition.***

We target our business development and marketing strategy primarily to serve the banking and financial services needs of small to medium-sized businesses. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities, frequently have smaller market shares than their competition, may be more vulnerable to economic downturns, often need substantial additional capital to expand or compete and may experience substantial volatility in operating results, any of which may impair a borrower's ability to repay a loan. In addition, the success of a small and medium-sized business often depends on the management talents and efforts of one or two people or a small group of people, and the death, disability or resignation of one or more of these people could have a material adverse impact on the business and its ability to repay its loan. If general economic conditions negatively impact the markets in which we operate and small to medium-sized businesses are adversely affected or our borrowers are otherwise affected by adverse business developments, our business, financial condition and results of operations may be adversely affected.

***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. Nonetheless, 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.

## Risks Related to our SBA Loan Program

***Small Business Administration lending is an important part of our business. Our SBA lending program is dependent upon the U.S. federal government, and we face specific risks associated with originating SBA loans.***

Our SBA lending program is dependent upon the U.S. federal government. As an approved participant in the SBA Preferred Lender's Program (an "SBA Preferred Lender"), we enable our clients to obtain SBA loans without being subject to the potentially lengthy SBA approval process necessary for lenders that are not SBA Preferred Lenders. The SBA periodically reviews the lending operations of participating lenders to assess, among other things, whether the lender exhibits prudent risk management. When weaknesses are identified, the SBA may request corrective actions or impose enforcement actions, including revocation of the lender's SBA Preferred Lender status. If we lose our status as an SBA Preferred Lender, we may lose some or all of our customers to lenders who are SBA Preferred Lenders, and as a result we could experience a material adverse effect to our financial results. Any changes to the SBA program, including but not limited to changes to the level of guarantee provided by the federal government on SBA loans, changes to program specific rules impacting volume eligibility under the guaranty program, as well as changes to the program amounts authorized by Congress may also have a material adverse effect on our business. In addition, any default by the U.S. government on its obligations or any prolonged government shutdown could, among other things, impede our ability to originate SBA loans or sell such loans in the secondary market, which could materially adversely affect our business, results of operations and financial condition.

The SBA's 7(a) Loan Program is the SBA's primary program for helping start-up and existing small businesses, with financing guaranteed for a variety of general business purposes. Generally, we sell the guaranteed portion of our SBA 7(a) loans in the secondary market. These sales result in premium income for us at the time of sale and create a stream of future servicing income, as we retain the servicing rights to these loans. For the reasons described above, we may not be able to continue originating these loans or sell them in the secondary market. Furthermore, even if we are able to continue to originate and sell SBA 7(a) loans in the secondary market, we might not continue to realize premiums upon the sale of the guaranteed portion of these loans or the premiums may decline due to economic and competitive factors. When we originate SBA loans, we incur credit risk on the non-guaranteed portion of the loans, and if a customer defaults on a loan, we share any loss and recovery related to the loan pro-rata with the SBA. If the SBA establishes that a loss on an SBA guaranteed loan is attributable to significant technical deficiencies in the manner in which the loan was originated, funded or serviced by us, the SBA may seek recovery of the principal loss related to the deficiency from us. Generally, we do not maintain reserves or loss allowances for such potential claims and any such claims could materially adversely affect our business, financial condition or results of operations.

The laws, regulations and standard operating procedures that are applicable to SBA loan products may change in the future. We cannot predict the effects of these changes on our business and profitability. Because government regulation greatly affects the business and financial results of all commercial banks and bank holding companies and especially our organization, changes in the laws, regulations and procedures applicable to SBA loans could adversely affect our ability to operate profitably.

***The recognition of gains on the sale of loans and servicing asset valuations reflect certain assumptions.***

We expect that gains on the sale of U.S. government guaranteed loans will contribute to noninterest income. The gains on such sales recognized for the year ended December 31, 2018 was \$698,000. The determination of these gains is based on assumptions regarding the value of unguaranteed loans retained, servicing rights retained and deferred fees and costs, and net premiums paid by purchasers of the guaranteed portions of U.S. government guaranteed loans. The value of retained unguaranteed loans and servicing rights are determined based on market derived factors such as prepayment rates, current market conditions and recent loan sales. Deferred fees and costs are determined using internal analysis of the cost to originate loans. Significant errors in assumptions used to compute gains on sale of loans or servicing asset valuations could result in material revenue misstatements, which may have a material adverse effect on our business, results of operations and profitability.

***The non-guaranteed portion of SBA loans that we retain on our balance sheet as well as the guaranteed portion of SBA loans that we sell could expose us to various credit and default risks.***

We originated \$27.5 million of SBA loans for the year ended December 31, 2018. We sold \$10.8 million for the year ended December 31, 2018 of the guaranteed portion of our SBA loans. We generally retain the non-guaranteed

portions of the SBA loans that we originate. Consequently, as of December 31, 2018, we held \$63.9 million of SBA loans on our balance sheet, \$39.5 million of which consisted of the non-guaranteed portion of SBA loans and \$2.6 million, or 4.1%, consisted of the guaranteed portion of SBA loans which we intend to sell in 2019. The non-guaranteed portion of SBA loans have a higher degree of credit risk and risk of loss as compared to the guaranteed portion of such loans and make up a substantial majority of our remaining SBA loans.

When we sell the guaranteed portion of SBA loans in the ordinary course of business, we are required to make certain representations and warranties to the purchaser about the SBA loans and the manner in which they were originated. Under these agreements, we may be required to repurchase the guaranteed portion of the SBA loan if we have breached any of these representations or warranties, in which case we may record a loss. In addition, if repurchase and indemnity demands increase on loans that we sell from our portfolios, our liquidity, results of operations and financial condition could be adversely affected. Further, we generally retain the non-guaranteed portions of the SBA loans that we originate and sell, and to the extent the borrowers of such loans experience financial difficulties, our financial condition and results of operations could be adversely impacted.

### **Risks Related to our Credit Quality**

***Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition, and could result in further losses in the future.***

As of December 31, 2018, our nonperforming loans (which consist of nonaccrual loans, loans past due 90 days or more and still accruing interest and loans modified under troubled debt restructurings) totaled \$14.9 million, or 0.79% of our loan portfolio, and our nonperforming assets (which include nonperforming loans plus other real estate owned) totaled \$14.9 million, or 0.48% of total assets. In addition, we had \$7.6 million in accruing loans that were 30-89 days delinquent as of December 31, 2018.

Our nonperforming assets adversely affect our net income in various ways. We do not record interest income on nonaccrual loans or other real estate owned, thereby adversely affecting our net interest income, net income and returns on assets and equity, and our loan administration costs increase, which together with reduced interest income adversely affects our efficiency ratio. When we take collateral in foreclosure and similar proceedings, we are required to mark the collateral to its then-fair market value, which may result in a loss. These nonperforming loans and other real estate owned also increase our risk profile and the level of capital our regulators believe is appropriate for us to maintain in light of such risks. The resolution of nonperforming assets requires significant time commitments from management and can be detrimental to the performance of their other responsibilities. If we experience increases in nonperforming loans and nonperforming assets, our net interest income may be negatively impacted and our loan administration costs could increase, each of which would have an adverse effect on our net income and related ratios, such as return on assets and equity.

***Our allowance for loan losses may prove to be insufficient to absorb potential losses in our loan portfolio.***

A significant source of risk arises from the possibility that losses could be sustained because borrowers, guarantors and related parties may fail to perform in accordance with the terms of their loans and leases. The underwriting and credit monitoring policies and procedures that we have adopted to address this risk may not prevent unexpected losses and such losses could have a material adverse effect on our business, financial condition, results of operations and cash flows. These unexpected losses may arise from a wide variety of specific or systemic factors, many of which are beyond our ability to predict, influence or control.

Like all financial institutions, we maintain an allowance for loan losses to provide for loan defaults and non-performance. This allowance, expressed as a percentage of loans, was 1.48%, at December 31, 2018. Allowance for loan losses is funded from a provision for loan losses, which is a charge to our income statement. Our provision for loan losses was \$7.4 million for the year ended December 31, 2018.

Our allowance for loan losses may not be adequate to cover actual loan losses, and future provisions for loan losses could materially and adversely affect our business, financial condition, results of operations and cash flows. The allowance for loan losses reflects our estimate of the probable incurred losses in our loan portfolio at the relevant balance sheet date. Our allowance for loan losses is based on our prior experience, as well as an evaluation of the known risks in the current portfolio, composition and growth of the loan portfolio and economic factors. The determination of an



appropriate level of loan loss allowance is an inherently difficult and subjective process, requiring complex judgments, and is based on numerous assumptions. The amount of future losses is susceptible to changes in economic and other conditions, including changes in interest rates, changes in the financial condition of borrowers, and deteriorating values of collateral that may be beyond our control, and these losses may exceed current estimates. If our allowance for loan losses is inaccurate, for any of the reasons discussed above (or other reasons), and is inadequate to cover the loan losses that we actually experience, the resulting losses could have a material and adverse impact on our business, financial condition, and results of operations.

We also 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 in our loan 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 certain 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.

Although management believes that the allowance for loan losses is adequate to absorb losses on any existing loans that may become uncollectible, we may be required to take additional provisions for loan losses in the future to further supplement the allowance for loan losses, either due to management's decision to do so or because our banking regulators require us to do so. Our bank regulatory agencies will periodically review our allowance for loan losses and the value attributed to nonaccrual loans or to real estate acquired through foreclosure and may require us to adjust our determination of the value for these items. These adjustments may adversely affect our business, financial condition and results of operations.

***The current expected credit loss standard established by the Financial Accounting Standards Board will require significant data requirements and changes to methodologies.***

In the aftermath of the 2007-2008 financial crisis, the Financial Accounting Standards Board, or FASB, decided to review how banks estimate losses in the allowance for loan loss calculation, and it issued the final Current Expected Credit Loss, or CECL, standard on June 16, 2016. Currently, the impairment model used by financial institutions is based on incurred losses, and loans are recognized as impaired when there is no longer an assumption that future cash flows will be collected in full under the originally contracted terms. This model will be replaced by the CECL model that will become effective for HBC for the fiscal year beginning after December 15, 2019 in which financial institutions will be required to use historical information, current conditions and reasonable forecasts to estimate the expected loss over the life of the loan. The Company has established a company-wide, cross-functional governance structure, which oversees overall strategy for implementation of CECL. We are currently evaluating various loss methodologies to determine their correlation to our various loan categories historical performance. In the first quarter of 2018, we contracted with a third party vendor to provide a model and assist with assessing processes, portfolio segmentation, and model development. The transition to the CECL model will require significantly greater data requirements and changes to methodologies to accurately account for expected loss. HBC likely will be required to increase its reserves and allowance for loan loss as a result of the implementation of CECL.

On April 13, 2018, the Federal Reserve Board, FDIC, and Office of the Comptroller of the Currency issued a Notice of Proposed Rulemaking regarding the implementation of CECL methodology for allowances and related adjustments to regulatory capital rules. This proposed rule is subject to a 60-day comment period but, if implemented as proposed, the primary impact to HBC would be that it would be able to phase in over 3 years the adverse effects on regulatory capital that may result from the adoption of CECL. As stated above, HBC will be required to adopt CECL beginning in the first fiscal year beginning after December 15, 2019.

***Real estate market volatility and future changes in our disposition strategies could result in net proceeds that differ significantly from our other real estate owned fair value appraisals.***

As of December 31, 2018 we had no other real estate owned ("OREO") on our books, but in the ordinary course of our business we expect to hold some level of OREO from time to time. OREO typically consists of properties that we obtain through foreclosure or through an in-substance foreclosure in satisfaction of an outstanding loan. OREO properties are valued on our books at the lesser of the recorded investment in the loan for which the property previously served as

collateral or the property's "fair value," which represents the estimated sales price of the property on the date acquired less estimated selling costs. Generally, in determining "fair value," an orderly disposition of the property is assumed, unless a different disposition strategy is expected. Significant judgment is required in estimating the fair value of OREO property, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility.

In response to market conditions and other economic factors, we may utilize alternative sale strategies other than orderly disposition as part of our OREO disposition strategy, such as immediate liquidation sales. In this event, as a result of the significant judgments required in estimating fair value and the variables involved in different methods of disposition, the net proceeds realized from such sales transactions could differ significantly from the appraisals, comparable sales and other estimates used to determine the fair value of our OREO properties.

***We could be exposed to risk of environmental liabilities with respect to properties to which we take title.***

In the course of our business, we may foreclose and take title to real estate, and could be subject to environmental liabilities with respect to these properties. 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. 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, our business, financial condition, results of operations and cash flows may be materially and adversely affected.

**Risks Related to Growth Strategy**

***There are risks related to acquisitions.***

We plan to continue to grow our business organically. However, from time to time, we may consider opportunistic strategic acquisitions that we believe support our long-term business strategy. 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. We may not 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.

If we complete any future 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. We cannot determine all potential events, facts and circumstances that could result in loss and our investigation or mitigation efforts may be insufficient 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, 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.

***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 sometimes 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.

***If the goodwill that we recorded in connection with a business acquisition becomes impaired, it could require charges to earnings, which would have a negative impact on our financial condition and results of operations.***

Goodwill represents the amount by which the cost of an acquisition exceeded the fair value of net assets we acquired in connection with the purchase. We review goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that the carrying value of the asset might be impaired. We determine impairment by comparing the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. 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 carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. Any such adjustments are reflected in our results of operations in the periods in which they become known. As of December 31, 2018, our goodwill totaled \$83.8 million, compared to \$45.7 million at December 31, 2017. There can be no assurance that our future evaluations of goodwill will not result in findings of impairment and related write-downs, which may have a material adverse effect on our financial condition and results of operations.

***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 must effectively manage our branch growth strategy.***

We seek to expand our franchise safely and consistently. A successful growth strategy requires us to manage multiple aspects of our 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. We also may experience a lag in profitability associated with new branch openings. 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 would 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.

### **Risks Related to Our Capital**

*As a result of the Dodd-Frank Act and rulemaking, we are subject to more stringent capital requirements.*

In July 2013, the U.S. federal banking authorities approved the implementation of the Basel III regulatory capital reforms, or Basel III, and issued rules affecting certain changes required by the Dodd-Frank Act. Basel III is applicable to all U.S. banks that are subject to minimum capital requirements as well as to bank and saving and loan holding companies, other than “small bank holding companies” (generally bank holding companies with consolidated assets of less than \$3.0 billion). Basel III not only increases most of the required minimum regulatory capital ratios, it introduces a new common equity Tier 1 capital ratio and the concept of a capital conservation buffer. Basel III also expands the current definition of capital by establishing additional criteria that capital instruments must meet to be considered additional Tier 1 and Tier 2 capital. In order to be a “well-capitalized” depository institution under the new regime, an institution must maintain a common equity Tier 1 capital ratio of 6.5% or more; a Tier 1 capital ratio of 8% or more; a total capital ratio of 10% or more; and a Tier 1 leverage ratio of 5% or more. The Basel III capital rules became effective as applied to the Company and HBC on January 1, 2015 with a phase-in period that generally extends through January 1, 2019 for many of the changes.

The failure to meet applicable regulatory capital requirements could result in one or more of our regulators placing limitations or conditions on our activities, including our growth initiatives, or restricting the commencement of new activities, and could affect customer and investor confidence, our costs of funds and FDIC insurance costs, our ability to pay dividends on our common stock, our ability to make acquisitions, and our business, results of operations and financial conditions, generally.

*We may need to raise additional capital in the future, and if we fail to maintain sufficient capital, whether due to losses, an inability to raise additional capital or otherwise, our financial condition, liquidity and results of operations, as well as our ability to maintain regulatory compliance, would be adversely affected.*

We face significant capital and other regulatory requirements as a financial institution. 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, which could include the possibility of financing acquisitions. In addition, the Company, on a consolidated basis, and HBC, on a stand-alone basis, must meet certain regulatory capital requirements and maintain sufficient liquidity. Regulatory capital requirements could increase from current levels, which could require us to raise additional capital or contract our operations. Our ability to raise additional capital depends on conditions in the capital markets, economic conditions and a number of other factors, including investor perceptions regarding the banking industry, market conditions and governmental activities, and on our financial condition and performance. 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. Accordingly, we cannot assure you that we will be able to raise additional capital if needed or on terms acceptable to us. If we fail to maintain capital to meet regulatory requirements, our financial condition, liquidity and results of operations would be materially and adversely affected.

### **Risks Related to our Management**

*We are highly dependent on our management team, and the loss of our senior executive officers or other key employees could harm our ability to implement our strategic plan, impair our relationships with customers and adversely affect our business, results of operations and growth prospects.*

Our success depends, in large degree, 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, paying incentives 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 “*Supervision and Regulation—Incentive Compensation Guidance and Proposed Restrictions.*” 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.

### **Risks Related to Our Reputation and Operations**

***Our ability to maintain our reputation is critical to the success of our business, and the failure to do so may materially adversely affect our business and the value of our common stock.***

We are a community bank, and our reputation is one of the most valuable components of 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. 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. If our reputation is negatively affected, by the actions of our employees or otherwise, our business and, therefore, our operating results and the value of our common stock may be materially adversely affected.

***Our risk management framework may not be effective in mitigating risks and/or losses to us.***

Our risk management framework is comprised of various processes, systems and strategies, and is designed to manage the types of risk to which we are subject, including, among others, credit, market, liquidity, interest rate and compliance. Our framework also includes financial or other modeling methodologies that involve management assumptions and judgment. Our risk management framework may not be effective under all circumstances and may not adequately mitigate any risk or loss to us. If our risk management framework is not effective, we could suffer unexpected losses and our business, financial condition, results of operations or growth prospects could be materially and adversely affected. We may also be subject to potentially adverse regulatory consequences.

***System failure or breaches of our network security could subject us to increased operating costs as well as litigation and other liabilities.***

The computer systems and network infrastructure we use could be vulnerable to hardware and cyber-security issues. Our operations are dependent upon our ability to protect our computer equipment against damage from fire, power loss, telecommunications failure or a similar catastrophic event. We could also experience a breach by intentional or negligent conduct on the part of employees or other internal or external sources, including our third-party vendors. Any damage or failure that causes an interruption in our operations could have an adverse effect on our financial condition and results of operations. In addition, our operations are dependent upon our ability to protect the computer systems and network infrastructure utilized by us, including our internet banking activities, against damage from physical break-ins, cyber-security breaches and other disruptive problems caused by the internet or other users. Such computer break-ins and other disruptions would jeopardize the security of information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability, damage our reputation and inhibit the use of our internet banking services by current and potential customers.

We rely heavily on communications, information systems (both internal and provided by third-parties) and the internet to conduct our business. Our business is dependent on our ability to process and monitor large numbers of daily transactions in compliance with legal, regulatory and internal standards and specifications. In addition, a significant portion

of our operations relies heavily on the secure processing, storage and transmission of personal and confidential information, such as the personal information of our customers and clients. In recent periods, several governmental agencies and large corporations, including financial service organizations and retail companies, have suffered major data breaches, in some cases exposing not only their confidential and proprietary corporate information, but also sensitive financial and other personal information of their clients or clients and their employees or other third-parties, and subjecting those agencies and corporations to potential fraudulent activity and their clients, clients and other third-parties to identity theft and fraudulent activity in their credit card and banking accounts. Therefore, security breaches and cyber-attacks can cause significant increases in operating costs, including the costs of compensating clients and customers for any resulting losses they may incur and the costs and capital expenditures required to correct the deficiencies in and strengthen the security of data processing and storage systems. These risks may increase in the future as we continue to increase mobile payments and other internet-based product offerings and expand our internal usage of web-based products and applications.

In addition to well-known risks related to fraudulent activity, which take many forms, such as check “kiting” or fraud, wire fraud, and other dishonest acts, information security breaches and cyber-security related incidents have become a material risk in the financial services industry. For example, several U.S. financial institutions have recently experienced significant distributed denial-of-service attacks, some of which involved sophisticated and targeted attacks intended to disable or degrade service, or sabotage systems. Other potential attacks have attempted to obtain unauthorized access to confidential information, steal money, or manipulate or destroy data, often through the introduction of computer viruses or malware, cyber-attacks and other means. Other threats of this type may include fraudulent or unauthorized access to data processing or data storage systems used by us or by our clients, electronic identity theft, “phishing,” account takeover, and malware or other cyber-attacks. To date, none of these type of attacks have had a material effect on our business or operations. Such security attacks can originate from a wide variety of sources, including persons who are involved with organized crime or who may be linked to terrorist organizations or hostile foreign governments. Those same parties may also attempt to fraudulently induce employees, customers or other users of our systems to disclose sensitive information in order to gain access to our data or that of our customers or clients.

We are also subject to the risk that our employees may intercept and transmit unauthorized confidential or proprietary information. An interception, misuse or mishandling of personal, confidential or proprietary information being sent to or received from a customer or third-party could result in legal liabilities, remediation costs, regulatory actions and reputational harm.

Unfortunately, it is not always possible to anticipate, detect, or recognize these threats to our systems, or to implement effective preventative measures against all breaches, whether those breaches are malicious or accidental. Cyber-security risks for banking organizations have significantly increased in recent years and have been difficult to detect before they occur because of the following, among other reasons:

- the proliferation of new technologies, and the use of the Internet and telecommunications technologies to conduct financial transactions;
- these threats arise from numerous sources, not all of which are in our control, including among others human error, fraud or malice on the part of employees or third-parties, accidental technological failure, electrical or telecommunication outages, failures of computer servers or other damage to our property or assets, natural disasters or severe weather conditions, health emergencies or pandemics, or outbreaks of hostilities or terrorist acts;
- the techniques used in cyber-attacks change frequently and may not be recognized until launched or until well after the breach has occurred;
- the increased sophistication and activities of organized crime groups, hackers, terrorist organizations, hostile foreign governments, disgruntled employees or vendors, activists and other external parties, including those involved in corporate espionage;
- the vulnerability of systems to third-parties seeking to gain access to such systems either directly or using equipment or security passwords belonging to employees, customers, third-party service providers or other users of our systems; and

- our frequent transmission of sensitive information to, and storage of such information by, third-parties, including our vendors and regulators, and possible weaknesses that go undetected in our data systems notwithstanding the testing we conduct of those systems.

Our investments in systems and processes that are designed to detect and prevent security breaches and cyber-attacks and our conduct of periodic tests of our security systems and processes, may not succeed in anticipating or adequately protecting against or preventing all security breaches and cyber-attacks from occurring. Even the most advanced internal control environment may be vulnerable to compromise. Targeted social engineering attacks are becoming more sophisticated and are extremely difficult to prevent. Additionally, the existence of cyber-attacks or security breaches at third-parties with access to our data, such as vendors, may not be disclosed to us in a timely manner. As cyber-threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities or incidents. We maintain a system of internal controls and insurance coverage to mitigate against operational risks, including data processing system failures and errors and customer or employee fraud. If our internal controls fail to prevent or detect an occurrence, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, financial condition and results of operations.

As is the case with non-electronic fraudulent activity, cyber-attacks or other information or security breaches, whether directed at us or third-parties, may result in a material loss or have material consequences. Furthermore, the public perception that a cyber-attack on our systems has been successful, whether or not this perception is correct, may damage our reputation with customers and third-parties with whom we do business. A successful penetration or circumvention of system security could cause us negative consequences, including loss of customers and business opportunities, disruption to our operations and business, misappropriation or destruction of our confidential information and/or that of our customers, or damage to our customers' and/or third-parties' computers or systems, and could expose us to additional regulatory scrutiny and result in a violation of applicable privacy laws and other laws, litigation exposure, regulatory fines, penalties or intervention, loss of confidence in our security measures, reputational damage, reimbursement or other compensatory costs, additional compliance costs, and could adversely impact our results of operations, liquidity and financial condition.

***Our operations could be interrupted by our third-party service providers experiencing difficulty in providing their services, terminate their services or fail to comply with banking regulations.***

We depend to a significant extent on a number of relationships with third-party service providers. Specifically, we receive core systems processing, essential web hosting and other internet systems, deposit processing and other processing services from third-party service providers. If these third-party service providers experience financial, operational, or technological difficulties or terminate their services and we are unable to replace them with other service providers, our operations could be interrupted. If an interruption were to continue for a significant period of time, our business, financial condition and results of operations could be adversely and materially affected. Even if we are able to replace our service providers, it may be at a higher cost to us, which could adversely affect our business, financial condition and results of operations.

***We are subject to certain operational risks, including, but not limited to, customer or employee fraud and data processing system failures and errors.***

Employee errors and employee and customer misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation. Employee errors could also subject us to financial claims for negligence. Misconduct by our employees could include hiding unauthorized activities from us, conducting improper or unauthorized activities on behalf of our customers or using confidential information improperly. It is not always possible to prevent employee errors and misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases.

If our internal controls against operational risks fail to prevent or detect an occurrence of such employee error or misconduct, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, financial condition and results of operations.

***We depend on the accuracy and completeness of information provided by customers and counterparties and any misrepresented information could adversely affect our business, financial condition and results of operations.***

In deciding whether to extend credit or to 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. Some of the information regarding customers provided to us is also used in our proprietary credit decisioning and scoring models, which we use to determine whether to do business with customers and the risk profiles of such customers which are subsequently utilized by counterparties who lend us capital to fund our operations. We may also rely on representations of customers and counterparties as to the accuracy and completeness of that information. In deciding whether to extend credit, we may rely upon our customers' representations that their financial statements conform to GAAP and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. We also may rely on customer representations and certifications, or other audit or accountants' reports, with respect to the business and financial condition of our customers. Our financial condition, results of operations, financial reporting and reputation could be negatively affected if those representations are misleading, false, inaccurate or fraudulent and we rely on that materially misleading, false, inaccurate or fraudulent information.

#### **Other Risks Related to Our Business**

***We face strong competition from financial services companies and other companies that offer commercial banking services, which could harm our business.***

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.



Increased competition in our markets may result in reduced loans, deposits and commissions and brokers' fees, as well as reduced net interest margin and profitability. Ultimately, we may not be able to compete successfully against current and future competitors. If we are unable to attract and retain banking customers and expand our sales market for such loans, then we may be unable to continue to grow our business and our financial condition and results of operations may be adversely affected.

***We have a continuing need for technological change, and we may not have the resources to effectively implement new technology or we may experience operational challenges when implementing new technology.***

The financial services industry is undergoing rapid 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 financial institutions 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 area. We may experience operational challenges as we implement these new technology enhancements, or seek to implement them across all of our offices and business units, which could result in us not fully realizing the anticipated benefits from such new technology or require us to incur significant costs to remedy any such challenges in a timely manner.

Many of our larger competitors have substantially greater resources to invest in technological improvements. As a result, they may be able to offer additional or superior products to those that we will be able to offer, which would put us at a competitive disadvantage. Accordingly, a risk exists that we will not be able to effectively implement new technology-driven products and services or be successful in marketing such products and services to our customers.

***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. It is inherently difficult to assess the outcome of these matters, and we may not prevail in any proceedings or litigation. 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 currently hold a significant amount of company-owned life insurance.***

At December 31, 2018, we held company-owned life insurance ("COLI") on current and former senior employees and executives, with a cash surrender value of \$61.9 million, as compared with a cash surrender value of \$60.8 million at December 31, 2017. 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 adversely impact earnings.

***Our ability to access markets for funding and acquire and retain customers could be adversely affected by the deterioration of other financial institutions or the financial service industry's reputation.***

Reputation risk is the risk to liquidity, earnings and capital arising from negative publicity regarding us or the financial services industry generally. The financial services industry was featured in negative headlines about the global and national credit crisis which commenced in 2007 and the resulting stabilization legislation enacted by the U.S. federal government. These reports, and subsequent negative press regarding systemic fee-churning problems at other institutions, continue to be damaging to the industry's image and potentially erode confidence in insured financial institutions, such as our banking subsidiary.

In addition, our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services companies are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to different industries and counterparties, and through transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. These losses or defaults could have a material adverse effect on our business, financial condition, results of operations and growth prospects. Additionally, if our competitors were extending credit on terms we found to pose excessive risks, or at interest rates which we believed did not warrant the credit exposure, we may not be able to maintain our business volume and could experience deteriorating financial performances.

***Severe weather, natural disasters, acts of war or terrorism and other external events could significantly impact our business.***

Severe weather, natural disasters (including fires and earthquakes), 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, fires, and droughts. Operations in our market could be disrupted by both the evacuation of large portions of the population as well as damage to and/or lack of access to our banking and operation facilities. While we have not experienced such events 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 events could have a material adverse effect on our business financial condition and results of operations.

#### **Finance and Accounting Risks**

***Accounting estimates and risk management processes rely on analytical models that may prove inaccurate resulting in a material adverse effect on our business, financial condition and results of operations.***

The processes we use to estimate probable incurred loan 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, depends upon the use of analytical 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 adequate, the models using those assumptions may prove to be inadequate or inaccurate because of other flaws in their design or their implementation. If the models we use 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 we use for determining our probable loan losses are inadequate, the allowance for loan losses may not be sufficient to support future charge-offs. If the models we use 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 our analytical models could result in losses that 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 FASB or the SEC, may change the financial accounting and reporting standards that govern the preparation of our financial statements. Such changes may result in us being subject to new or changing accounting and reporting standards. 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 hard to predict and can materially impact how we record and report our financial condition and 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 needing to revise or restate prior period financial statements. Restating or revising our financial statements may result in reputational harm or may have other adverse effects on us.

***Failure to maintain effective internal controls over financial reporting could have a material adverse effect on our business and stock price.***

We are required to comply with the SEC's rules implementing Sections 302 and 404 of the Sarbanes-Oxley Act, which will require management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of controls over financial reporting. In particular, we are required to certify our compliance with Section 404 of the Sarbanes-Oxley Act, which requires us to furnish annually a report by management on the effectiveness of our internal control over financial reporting and our independent registered public accounting firm is required to report on the effectiveness of our internal control over financial reporting.

If we identify any material weaknesses in our internal control over financial reporting or are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors, counterparties and customers may lose confidence in the accuracy and completeness of our financial statements and reports; our liquidity, access to capital markets and perceptions of our creditworthiness could be adversely affected; and the market price of our common stock could decline. In addition, we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, the Federal Reserve, the FDIC, the DBO or other regulatory authorities, which could require additional financial and management resources. These events could have an adverse effect on our business, financial condition and results of operations.

***We have significant deferred tax assets 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 assets 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, 2018, we had a net deferred tax assets of \$27.1 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.

**Risks Related to Legislative and Regulatory Developments**

***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.***

We operate in a highly regulated environment and 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 shares, 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, profitability or growth strategy. 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. Negative developments in the financial industry and the impact of new legislation and regulation in response to those developments could negatively impact our business operations and adversely impact our financial performance.

***Legislative and regulatory actions taken now or in the future may impact our business, governance structure, financial condition or results of operations. Proposed legislative and regulatory actions, including changes to financial regulation and the corporate tax law, may not occur on the timeframe that is expected, or at all, which could result in additional uncertainty for our business.***

We are subject to extensive regulation by multiple regulatory bodies. These regulations may affect the manner and terms of delivery of our services. If we do not comply with governmental regulations, we may be subject to fines, penalties, lawsuits or material restrictions on our businesses in the jurisdiction where the violation occurred, which may adversely affect our business operations. Changes in these regulations can significantly affect the services that we provide as well as our costs of compliance with such regulations. In addition, adverse publicity and damage to our reputation arising from the failure or perceived failure to comply with legal, regulatory or contractual requirements could affect our ability to attract and retain customers.

Current and recent-past economic conditions, particularly in the financial markets, have resulted in government regulatory agencies and political bodies placing increased focus and scrutiny on the financial services industry. The Dodd-Frank Act significantly changed the regulation of financial institutions and the financial services industry. The Dodd-Frank Act and the regulations thereunder affect large and small financial institutions, including several provisions that will affect how community banks, thrifts and small bank and thrift holding companies will be regulated in the future.

The Dodd-Frank Act, among other things, imposed new capital requirements on bank holding companies; changed the base for FDIC insurance assessments to a bank's average consolidated total assets minus average tangible equity, rather than upon its deposit base; and permanently raised the current standard deposit insurance limit to \$250,000 and expanded the FDIC's authority to raise insurance premiums. The Dodd-Frank Act established the Consumer Financial Protection Bureau (the "CFPB") as an independent entity within the Federal Reserve, which has broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, home mortgages, home-equity loans and credit cards, and contains provisions on mortgage-related matters, such as steering incentives, determinations as to a borrower's ability to repay and prepayment penalties. Although the applicability of certain elements of the Dodd-Frank Act is limited to institutions with more than \$10 billion in assets, there can be no guarantee that such applicability will not be extended in the future or that regulators or other third parties will not seek to impose such requirements on institutions with less than \$10 billion in assets, such as HBC. Compliance with the Dodd-Frank Act and its implementing regulations has and will continue to result in additional operating and compliance costs that could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

New proposals for legislation continue to be introduced in the U.S. Congress that could substantially increase regulation of the financial services industry, impose restrictions on the operations and general ability of firms within the industry to conduct business consistent with historical practices, including in the areas of compensation, interest rates, financial product offerings and disclosures, and have an effect on bankruptcy proceedings with respect to consumer residential real estate mortgages, among other things. Federal and state regulatory agencies also frequently adopt changes to their regulations or change the manner in which existing regulations are applied.

Certain aspects of current or proposed regulatory or legislative changes, including to laws applicable to the financial industry, if enacted or adopted, may impact the profitability of our business activities, require more oversight or change certain of our business practices, including the ability to offer new products, obtain financing, attract deposits, make loans and achieve satisfactory interest spreads, and could expose us to additional costs, including increased compliance costs. These changes also may require us to invest significant management attention and resources to make any necessary changes to operations to comply and could have a material adverse effect on our business, financial condition and results of operations. In addition, any proposed legislative or regulatory changes, including those that could benefit our business, financial condition and results of operations, may not occur on the timeframe that is proposed, or at all, which could result in additional uncertainty for our business.

***Monetary policies and regulations of the Federal Reserve could adversely affect our business, financial condition and results of operations.***

In addition to being affected by general economic conditions, our earnings and growth are affected by the policies of the Federal Reserve. An important function of the Federal Reserve is to regulate the money supply and credit conditions. Among the instruments used by the Federal Reserve to implement these objectives are open market purchases and sales of U.S. government securities, adjustments of the discount rate and changes in banks' reserve requirements against bank

deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits.

The monetary policies and regulations of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effects of such policies upon our business, financial condition and results of operations cannot be predicted.

***Federal and state regulators periodically examine our business, and we may be required to remediate adverse examination findings.***

The Federal Reserve, the FDIC, and the DBO periodically examine our business, including our compliance with laws and regulations. If, as a result of an examination, a banking agency were to determine that our financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of any of our operations had become unsatisfactory, or that we were in violation of any law or regulation, they may take a number of different remedial actions as they deem appropriate. These actions include the power to enjoin “unsafe or unsound” practices, to require affirmative action to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to assess civil money penalties, to fine or remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance and place us into receivership or conservatorship. Any regulatory action against us could have an adverse effect on our business, financial condition and results of operations.

***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 and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and to file reports such as suspicious activity reports and currency transaction reports. We are required to comply with these and other anti-money laundering requirements. The federal banking agencies and Financial Crimes Enforcement Network are authorized to impose significant civil money penalties for violations of those requirements and have recently engaged in coordinated enforcement efforts against banks and other financial services providers with 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. 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, including our acquisition plans.

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 have a material adverse effect on our business, financial condition, results of operations and growth prospects.

***The Federal Reserve may require us to commit capital resources to support HBC.***

As a matter of policy, the Federal Reserve expects a bank holding company to act as a source of financial and managerial strength to a subsidiary bank and to commit resources to support such subsidiary bank. The Dodd-Frank Act codified the Federal Reserve’s policy on serving as a source of financial strength. Under the “source of strength” doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to a subsidiary bank. A capital injection may be required at times when the bank holding company may not have the resources to provide it and therefore may be required to borrow the funds or raise capital. Any loans by a bank holding company to its subsidiary banks are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company’s bankruptcy, the bankruptcy trustee will assume any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the institution’s general unsecured creditors, including the holders of its note obligations. Thus, any borrowing that must be incurred by us to make a required capital injection to HBC becomes more difficult and expensive and could have an adverse effect on our business, financial condition and results of operations.

***We are subject to numerous laws designed to protect consumers, including the Community Reinvestment Act and fair lending laws, and failure to comply with these laws could lead to a wide variety of sanctions.***

The Community Reinvestment Act, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations prohibit discriminatory lending practices by financial institutions. The U.S. Department of Justice, federal banking agencies, and other federal agencies are responsible for enforcing these laws and regulations. A challenge to an institution's compliance with fair lending laws and regulations could result in a wide variety of sanctions, including damages and civil money penalties, injunctive relief, restrictions on mergers and acquisitions activity, restrictions on expansion, and restrictions on entering new business lines. Private parties may also challenge an institution's performance under fair lending laws in private class action litigation. Such actions could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

***We may be subject to liability for potential violations of predatory lending laws, which could adversely impact our results of operations, financial condition and business.***

Various U.S. federal, state and local laws have been enacted that are designed to discourage predatory lending practices. The U.S. Home Ownership and Equity Protection Act of 1994 ("HOEPA") prohibits inclusion of certain provisions in mortgages that have interest rates or origination costs in excess of prescribed levels and requires that borrowers be given certain disclosures prior to origination. Some states have enacted, or may enact, similar laws or regulations, which in some cases impose restrictions and requirements greater than those in HOEPA. In addition, under the anti-predatory lending laws of some states, the origination of certain mortgages, including loans that are not classified as "high-cost" loans under applicable law, must satisfy a net tangible benefit test with respect to the related borrower. Such tests may be highly subjective and open to interpretation. As a result, a court may determine that a home mortgage, for example, does not meet the test even if the related originator reasonably believed that the test was satisfied. If any of our mortgages are found to have been originated in violation of predatory or abusive lending laws, we could incur losses, which could adversely impact our results of operations, financial condition and business.

In addition, federal, state and local laws have been adopted that are intended to eliminate certain lending practices considered "predatory." These laws prohibit practices such as steering borrowers away from more affordable products, selling unnecessary insurance to borrowers, repeatedly refinancing loans and making loans without a reasonable expectation that the borrowers will be able to repay the loans irrespective of the value of the underlying property. It is our policy not to make predatory loans, but these laws create the potential for liability with respect to our lending and loan investment activities. They increase our cost of doing business and, ultimately, may prevent us from making certain loans and cause us to reduce the average percentage rate or the points and fees on loans that we do make.

***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.

***Potential limitations on incentive compensation contained in proposed federal agency rulemaking may adversely affect our ability to attract and retain our highest performing employees.***

During the second quarter of 2016, the Federal Reserve and the FDIC, along with other U.S. regulatory agencies, jointly published proposed rules designed to implement provisions of the Dodd-Frank Act prohibiting incentive compensation arrangements that would encourage inappropriate risk taking at covered financial institutions, which includes a bank or bank holding company with \$1 billion or more in assets. It cannot be determined at this time whether or when a final rule will be adopted and whether compliance with such a final rule will substantially affect the manner in which we structure compensation for our executives and other employees. Depending on the nature and application of the final rules, we may not be able to compete successfully with certain financial institutions and other companies that are not subject to some or all of the rules to retain and attract executives and other high performing employees. If this were to occur, relationships that we have established with our customers may be impaired and our business, financial condition and results of operations could be materially adversely affected.

## **Risks Related to Our Common Stock**

***An investment in our common stock is not an insured deposit.***

An investment in our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described herein, and is subject to the same market forces that affect the price of common stock in any company. As a result, if you acquire our common stock, you could lose some or all of your investment.

***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" contained in this report. These broad market fluctuations have adversely affected and may continue to adversely affect the market price of our common stock some of which are out of our control. Among the factors that could affect our stock price are:

- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- changes in business and economic condition;
- actual occurrence of one or more of the risk factors outlined above;
- recommendations by securities analysts or failure to meet, securities analysts' estimates of our financial and operating performance, or lack of research reports by industry analysts or ceasing of coverage;

- 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;
- the level and extent to which we do or are allowed to pay dividends;
- 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.

***Our dividend policy may change without notice, and our future ability to pay dividends is subject to restrictions.***

Historically, our board of directors has declared quarterly dividends on our common stock. However, we have no obligation to continue doing so and may change our dividend policy at any time without notice to holders of our common stock. Holders of our common stock are only entitled to receive such cash dividends as our board of directors, in its discretion, may declare out of funds legally available for such payments. Furthermore, consistent with our strategic plans, growth initiatives, capital availability, projected liquidity needs, and other factors, we have made, and will continue to make, capital management decisions and policies that could adversely impact the amount of dividends paid to holders of our common stock.

We are a separate and distinct legal entity from HBC. We receive substantially all of our revenue from dividends paid to us by HBC, which we use as the principal source of funds to pay our expenses and to pay dividends to our shareholders, if any. Various federal and/or state laws and regulations limit the amount of dividends that HBC may pay us. If the HBC does not receive regulatory approval or does not maintain a level of capital sufficient to permit it to make dividend payments to us while maintaining adequate capital levels, our ability to pay our expenses and our business, financial condition or results of operations could be materially and adversely impacted.



As a bank holding company, we are subject to regulation by the Federal Reserve. The Federal Reserve has indicated that bank holding companies should carefully review their dividend policy in relation to the organization's overall asset quality, current and prospective earnings and level, composition and quality of capital. The guidance provides that we inform and consult with the Federal Reserve prior to declaring and paying a dividend that exceeds earnings for the period for which the dividend is being paid or that could result in an adverse change to our capital structure, including interest on our debt obligations. If required payments on our debt obligations are not made or are deferred, or dividends on any preferred stock we may issue are not paid, we will be prohibited from paying dividends on our common stock.

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 our ability to pay dividends on our common stock.

***We have limited the circumstances in which our directors will be liable for monetary damages.***

We have included in our articles of incorporation a provision to eliminate the liability of directors for monetary damages to the maximum extent permitted by California law. The effect of this provision will be to reduce the situations in which we or our shareholders will be able to seek monetary damages from our directors.

Our bylaws also have a provision providing for indemnification of our directors and executive officers and advancement of litigation expenses to the fullest extent permitted or required by California law, including circumstances in which indemnification is otherwise discretionary. Also, we have entered into agreements with our officers and directors in which we similarly agreed to provide indemnification that is otherwise discretionary. Such indemnification may be available for liabilities arising in connection with future offerings.

***Future equity issuances could result in dilution, which could cause our common stock price to decline.***

We are generally not restricted from issuing additional shares of our common stock, up to the 60 million shares of voting common stock and 10 million shares of preferred stock authorized in our articles of incorporation (subject to Nasdaq shareholder approval rules), which in each case could be increased by a vote of a majority of our shares. We may issue additional shares of our common stock in the future pursuant to current or future equity compensation plans, upon conversions of preferred stock or debt, upon exercise of warrants or in connection with future acquisitions or financings. If we choose to raise capital by selling shares of our common stock for any reason, the issuance would have a dilutive effect on the holders of our common stock and could have a material negative effect on the market price of our common stock.

***We may issue shares of preferred stock in the future, which could make it difficult for another company to acquire us or could otherwise adversely affect holders of our common stock, which could depress the price of our common stock.***

Although there are currently no shares of our preferred stock issued and outstanding, our articles of incorporation authorize us to issue up to 10 million shares of one or more series of preferred stock. The board also has the power, without shareholder approval (subject to Nasdaq shareholder approval rules), to set the terms of any series of preferred stock that may be issued, including voting rights, dividend rights, preferences over our common stock with respect to dividends or in the event of a dissolution, liquidation or winding up and other terms. In the event that we issue preferred stock in the future that has preference over our common stock with respect to payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of the holders of our common stock or the market price of our common stock could be adversely affected. In addition, the ability of our board of directors to issue shares of preferred stock without any action on the part of our shareholders may impede a takeover of us and prevent a transaction perceived to be favorable to our shareholders.

***The holders of our debt obligations and preferred stock, if any, will have priority over our common stock with respect to payment in the event of liquidation, dissolution or winding up and with respect to the payment of interest and dividends.***

The holders of our debt obligations and preferred stock, if any, will have priority over our common stock with respect to payment in the event of liquidation, dissolution or winding up and with respect to the payment of interest and dividends.

In any liquidation, dissolution or winding up of the Company, our common stock would rank below all claims of the holders of outstanding debt issued by the Company. As of December 31, 2018, we had \$40.0 million principal amount of subordinated notes outstanding due June 1, 2027. In such event, holders of our common stock would not be entitled to receive any payment or other distribution of assets upon the liquidation, dissolution or winding up of the Company until after all of the Company's obligations to the debt holders were satisfied and holders of the subordinated debt had received any payment or distribution due to them. In addition, we are required to pay interest on the subordinated notes and if we are in default in the payment of interest we would not be able to pay any dividends on our common stock.

***Provisions in our charter documents and California law may have an anti-takeover effect, and there are substantial regulatory limitations on changes of control of bank holding companies.***

Our articles of incorporation and bylaws contain a number of provisions relating to corporate governance and rights of shareholders that might discourage future takeover attempts. As a result, shareholders who might desire to participate in such transactions may not have an opportunity to do so. In addition, these provisions will also render the removal of our board of directors or management more difficult. Such provisions include a requirement that shareholder approval for any action proposed by the Company must be obtained at a shareholders meeting and may not be obtained by written consent. Our bylaws provide that shareholders seeking to make nominations of candidates for election as directors, or to bring other business before an annual meeting of the shareholders, must provide timely notice of their intent in writing and follow specific procedural steps in order for nominees or shareholder proposals to be brought before an annual meeting.

Provisions of our charter documents and the California General Corporation Law, or the CGCL, could make it more difficult for a third party to acquire us, even if doing so would be perceived to be beneficial by our shareholders. Furthermore, with certain limited exceptions, federal regulations prohibit a person or company or a group of persons deemed to be "acting in concert" from, directly or indirectly, acquiring more than 10% (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner the election of a majority of our directors or otherwise direct the management or policies of our company without prior notice or application to and the approval of the Federal Reserve. 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. Accordingly, prospective investors need to be aware of and comply with these requirements, if applicable, in connection with any purchase of shares of our common stock. Moreover, the combination of these provisions effectively inhibits certain mergers or other business combinations, which, in turn, could adversely affect the market price of our common stock.

#### **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 3137 Stevenson Boulevard in Fremont, California 94538, at 387 Diablo Road in Danville, California 94526, at 300 Main Street in Pleasanton, California 94566, at 101 Ygnacio Valley Road in Walnut Creek, California 94596, at 1987 First Street in Livermore, California 94550, at 18625 Sutter Boulevard in Morgan Hill, California 95037, at 7598 Monterey Street in Gilroy, California 95020, at 351 Tres Pinos Road in Hollister, California 95023, at 419 S. San Antonio Road in Los Altos, California 94022, at 333 W. El Camino Real in Sunnyvale, California 94087, at 101 S. Ellsworth Avenue in

San Mateo, California 94401, and at 2400 Broadway in Redwood City, California 94063. 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 \$114,461, 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 November of 2014, the Company extended its lease for 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 \$4,041, subject to 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 in San Jose, California, adjacent to the main office. The current monthly rent payment is \$11,748, subject to 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.

### **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 September of 2012, the Company leased approximately 3,172 square feet in a one-story multi-tenant multi-use building located at 3137 Stevenson Boulevard in Fremont, California. The monthly rent payment is \$8,143 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 April of 2014, the Company leased approximately 3,391 square feet in a two-story multi-tenant commercial center located at 351 Tres Pinos in Hollister, California. The current monthly rent payment is \$4,771 until the lease expires on June 30, 2019. The Company plans on exercising its 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 \$15,166, subject to annual increases of 3% 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 \$4,690, 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 for approximately 4,716 square feet in a one-story multi-tenant office building located at 18625 Sutter Boulevard in Morgan Hill, California. The current monthly rent payment is \$6,381, subject to 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 extended its lease for 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 \$5,586 until the lease expires on September 30, 2019. The Company has reserved the right to extend the term of the lease for one additional period of two years.

In July of 2017, the Company extended its lease for 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 \$28,403, subject to annual increases of 3% until the lease expires on April 30, 2023. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In October of 2017, the Company extended its lease for approximately 4,096 square feet in a one-story stand-alone office building located at 300 Main Street in Pleasanton, California. The current monthly rent payment is \$20,480 until 90 days after the landlord delivers possession of a new premises, to be built adjacent to the existing premises, consisting of approximately 4,800 square feet and subject to a new lease dated November 30, 2017. The beginning monthly rent payment for the new premises will be \$21,600, subject to 3% annual increases until the lease expires ten years after the date on which it becomes effective. If the landlord is unable to obtain the necessary permits and approvals from the City of Pleasanton for construction of the new premises by April 30, 2019, then a new seven-year lease for the existing premises will become effective as of May 1, 2019, with an initial monthly rent payment of \$20,480, subject to annual increases of 3% until the lease expires on April 30, 2026.

In March of 2018, the Company extended its lease for 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 \$16,707, subject to annual increases of 3% until the lease expires on May 31, 2023.

In April of 2018, as part of the acquisition of Tri-Valley Bank, the Company assumed a lease for approximately 3,772 square feet on the first and second floors in a two-story multi-tenant multi-use building located at 1987 First Street in Livermore, California. The current monthly rent payment is \$8,901 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.

In May of 2018, as part of the acquisition of United American Bank, the Company assumed a lease for approximately 11,566 square feet on the first and second floors in a five-story multi-tenant office building located at 101 S. Ellsworth Avenue in San Mateo, California. The current monthly rent payment is \$40,213, subject to annual increases of 3% until the lease expires on December 31, 2020. The Company has reserved the right to extend the lease for one additional period of five years.

In May of 2018, also as part of the acquisition of United American Bank, the Company assumed a lease for approximately 2,369 square feet on the first floor of a two-story multi-tenant multi-use building located at 2400 Broadway in Redwood City, California. The current monthly rent payment is \$12,437, subject to annual increases of 5% until the lease expires on October 31, 2022. The Company has reserved the right to extend the lease for one additional period of two years.

In November of 2018, 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 \$6,720, subject to annual increases of 3% until the lease expires on November 30, 2023. The Company has reserved the right to extend the term of the lease for one additional period of five years.

### **Bay View Funding Office**

In July of 2016, Bay View Funding extended its lease for 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 \$26,836 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 five 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 2018 and 2017 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, 2018:</b>			
Fourth quarter	\$ 15.63	\$ 11.01	\$ 0.11
Third quarter	\$ 17.41	\$ 14.71	\$ 0.11
Second quarter	\$ 18.05	\$ 16.21	\$ 0.11
First quarter	\$ 17.13	\$ 15.27	\$ 0.11
<b>Year ended December 31, 2017:</b>			
Fourth quarter	\$ 16.35	\$ 14.28	\$ 0.10
Third quarter	\$ 14.23	\$ 12.92	\$ 0.10
Second quarter	\$ 14.78	\$ 13.02	\$ 0.10
First quarter	\$ 14.48	\$ 13.20	\$ 0.10

The closing price of our common stock on February 28, 2019 was \$13.97 per share as reported by the NASDAQ Global Select Market.

As of February 28, 2019, there were approximately 808 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 — Heritage Commerce Corp — Dividend Payments, Stock Redemptions, and Repurchases and — Heritage Bank or Commerce — Dividend Payments.*”

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2018 regarding equity compensation plans under which equity securities of the Company were authorized for issuance:

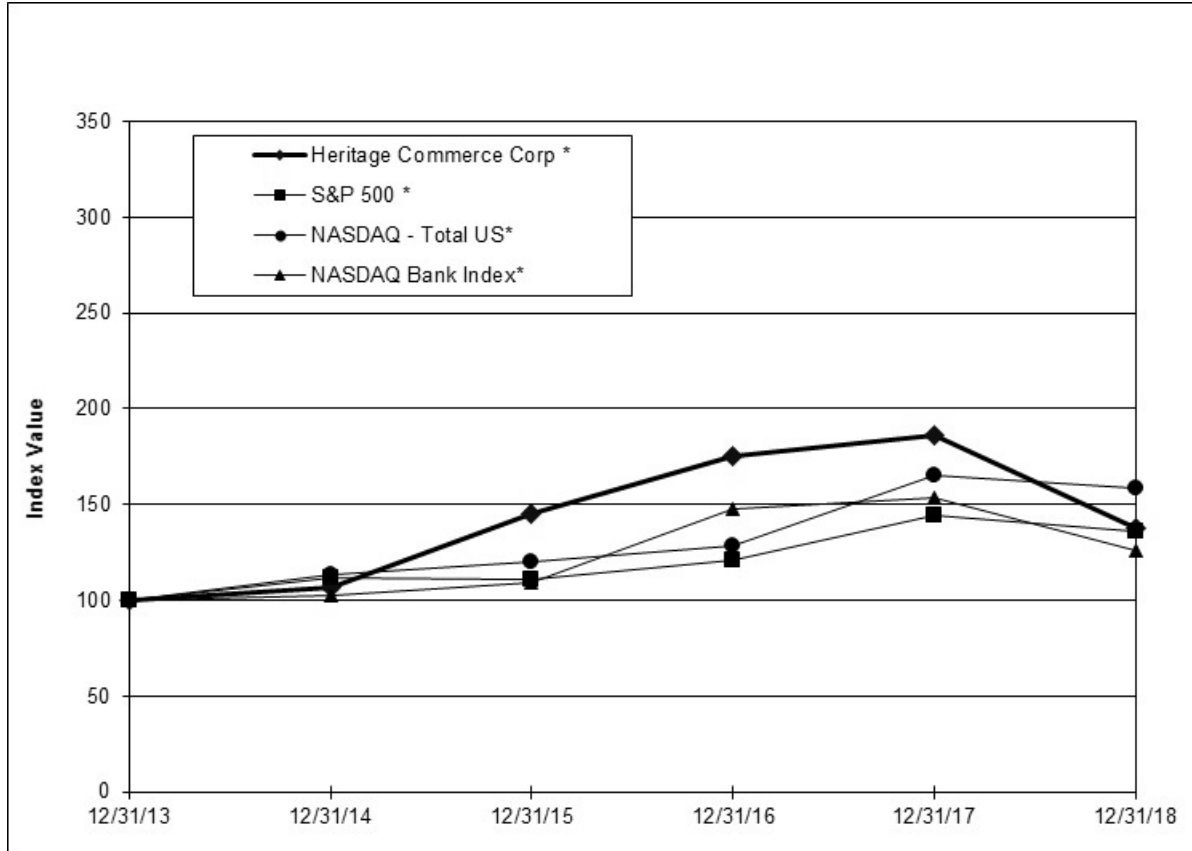
	Number of securities to be issued upon exercise of outstanding options, warrants and rights <b>(a)</b>	Weighted average exercise price of outstanding options, warrants and rights <b>(b)</b>	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <b>(c)</b>
Equity compensation plans approved by security holders. . . . .	1,570,603 <sup>(1)</sup>	\$ 10.76	1,163,506 <sup>(2)</sup>
Equity compensation plans not approved by security holders. . . . .	N/A	N/A	N/A

(1) Consists of 381,659 options to acquire shares under the Company’s Amended and Restated 2004 Equity Plan and 1,188,944 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, 2013 to December 31, 2018, 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.



Annual Report

The following chart compares the stock performance of the Company from December 31, 2013 to December 31, 2018, 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					
	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
Heritage Commerce Corp *	100	107	145	175	186	138
S&P 500 *	100	111	111	121	145	136
NASDAQ - Total US*	100	113	120	129	165	159
NASDAQ Bank Index*	100	103	110	148	153	126

\* 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,				
	2018	2017	2016	2015	2014
(Dollars in thousands, except per share data)					
<b>INCOME STATEMENT DATA:</b>					
Interest income	\$ 129,845	\$ 106,911	\$ 94,431	\$ 78,743	\$ 59,256
Interest expense	7,822	5,387	3,211	2,422	2,153
Net interest income before provision for loan losses	122,023	101,524	91,220	76,321	57,103
Provision (credit) for loan losses	7,421	99	1,237	32	(338)
Net interest income after provision for loan losses	114,602	101,425	89,983	76,289	57,441
Noninterest income	9,574	9,612	11,625	8,985	7,746
Noninterest expense	75,521	60,738	57,639	58,673	44,222
Income before income taxes	48,655	50,299	43,969	26,601	20,965
Income tax expense	13,324	26,471	16,588	10,104	7,538
Net income	35,331	23,828	27,381	16,497	13,427
Dividends and discount accretion on preferred stock	—	—	(1,512)	(1,792)	(1,008)
Net income available to common shareholders	35,331	23,828	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	\$ 35,331	\$ 23,828	\$ 24,591	\$ 13,793	\$ 11,077
<b>PER COMMON SHARE DATA:</b>					
Basic net income <sup>(1)</sup>	\$ 0.85	\$ 0.63	\$ 0.72	\$ 0.48	\$ 0.42
Diluted net income <sup>(2)</sup>	\$ 0.84	\$ 0.62	\$ 0.72	\$ 0.48	\$ 0.42
Book value per common share <sup>(3)</sup>	\$ 8.49	\$ 7.10	\$ 6.85	\$ 7.03	\$ 6.22
Tangible book value per common share <sup>(4)</sup>	\$ 6.28	\$ 5.76	\$ 5.46	\$ 5.35	\$ 5.60
Pro forma book value per common share assuming Series C Preferred Stock was converted into common stock <sup>(5)</sup>	\$ —	\$ —	\$ —	\$ 6.51	\$ 5.74
Pro forma tangible book value per share, assuming Series C Preferred Stock was converted into common stock <sup>(6)</sup>	\$ —	\$ —	\$ —	\$ 5.07	\$ 5.23
Dividend payout ratio <sup>(7)</sup>	52.26 %	63.95 %	49.77 %	65.09 %	42.88 %
Weighted average number of shares outstanding — basic	41,469,211	38,095,250	33,933,806	28,567,213	26,390,615
Weighted average number of shares outstanding — diluted	42,182,939	38,610,815	34,219,121	28,786,078	26,526,282
Common shares outstanding at period end	43,288,750	38,200,883	37,941,007	32,113,479	26,503,505
Pro forma common shares outstanding at period end, assuming Series C Preferred Stock was converted into common stock <sup>(8)</sup>	—	—	—	37,714,479	32,104,505
<b>BALANCE SHEET DATA:</b>					
Securities (available-for sale and held-to-maturity)	\$ 836,241	\$ 790,193	\$ 630,599	\$ 494,390	\$ 301,697
Net loans	\$ 1,858,557	\$ 1,563,009	\$ 1,483,518	\$ 1,339,790	\$ 1,070,264
Allowance for loan losses	\$ 27,848	\$ 19,658	\$ 19,089	\$ 18,926	\$ 18,379
Goodwill and other intangible assets	\$ 95,760	\$ 51,253	\$ 52,614	\$ 54,182	\$ 16,320
Total assets	\$ 3,096,562	\$ 2,843,452	\$ 2,570,880	\$ 2,361,579	\$ 1,617,103
Total deposits	\$ 2,637,532	\$ 2,482,989	\$ 2,262,140	\$ 2,062,775	\$ 1,388,386
Subordinated debt, net of issuance costs	\$ 39,369	\$ 39,183	\$ —	\$ —	\$ —
Short-term borrowings	\$ —	\$ —	\$ —	\$ 3,000	\$ —
Total shareholders' equity	\$ 367,466	\$ 353,566	\$ 259,850	\$ 245,436	\$ 184,358
<b>SELECTED PERFORMANCE RATIOS:<sup>(9)</sup></b>					
Return on average assets	1.16 %	0.86 %	1.13 %	0.86 %	0.88 %
Return on average tangible assets	1.19 %	0.88 %	1.15 %	0.88 %	0.88 %
Return on average equity	10.79 %	8.86 %	10.71 %	8.04 %	7.44 %
Return on average tangible equity	14.41 %	10.98 %	13.55 %	9.41 %	7.60 %
Net interest margin (fully tax equivalent)	4.31 %	3.99 %	4.12 %	4.41 %	4.10 %
Efficiency ratio <sup>(10)</sup>	57.39 %	54.65 %	56.04 %	68.78 %	68.19 %
Average net loans (excludes loans held-for-sale) as a percentage of average deposits	67.35 %	62.65 %	66.25 %	70.82 %	74.54 %
Average total shareholders' equity as a percentage of average total assets	10.72 %	9.76 %	10.54 %	10.73 %	11.85 %
<b>SELECTED ASSET QUALITY DATA:<sup>(11)</sup></b>					
Net charge-offs (recoveries) to average loans	(0.04)%	(0.03)%	0.08 %	(0.04)%	0.05 %
Allowance for loan losses to total loans	1.48 %	1.24 %	1.27 %	1.39 %	1.69 %
Nonperforming loans to total loans	0.79 %	0.16 %	0.20 %	0.47 %	0.54 %
Nonperforming assets	\$ 14,887	\$ 2,485	\$ 3,288	\$ 6,742	\$ 6,551
<b>HERITAGE COMMERCE CORP CAPITAL RATIOS:</b>					
Total risk-based	15.0 %	14.4 %	12.5 %	12.5 %	13.9 %
Tier 1 risk-based	12.0 %	11.4 %	11.5 %	11.4 %	12.6 %
Common equity Tier 1 risk-based capital	12.0 %	11.4 %	11.5 %	10.4 %	N/A
Leverage	8.9 %	8.0 %	8.5 %	8.6 %	10.6 %



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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 16 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 and 2014.
  - (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 and 2014.
  - (5) Represents shareholders' equity minus preferred stock divided by the number of shares of common stock outstanding at December 31, 2015 and 2014, assuming 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common 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 and 2014, assuming 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common 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, and 2014 (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 and 2014.
  - (9) Average balances used in this table and throughout this Annual Report are based on daily averages.
  - (10) The efficiency ratio is calculated by dividing noninterest expenses by the sum of net interest income before provision for loan losses and noninterest income.
  - (11) 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, CSNK Working Capital Finance Corp, a California Corporation, dba 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.

The Company completed its acquisition of Tri-Valley Bank (“Tri-Valley”) on April 6, 2018, and the Company completed its acquisition of United American Bank (“United American”) on May 4, 2018. These acquisitions are discussed in more detail below, and in Notes 1, 8, and 9 to the consolidated financial statements.

### **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.

#### ***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.

#### ***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.

### **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, San Benito, and San Mateo. 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, 2018, net income was \$35.3 million, or \$0.84 per average diluted common share, compared to \$23.8 million, or \$0.62 per average diluted common share, for the year ended December 31, 2017, and \$27.4 million or \$0.72 per average diluted common share for the year ended December 31, 2016. The Company's annualized return on average tangible assets was 1.19% and annualized return on average tangible equity was 14.41% for the year ended December 31, 2018, compared to 0.88% and 10.98%, respectively, for the year ended December 31, 2017, and 1.15% and 13.55%, respectively, for the year ended December 31, 2016.

The Company acquired Tri-Valley and United American in the second quarter of 2018. Severance, retention, acquisition, and integration costs related to the two mergers totaled \$9.2 million, for the year ended December 31, 2018, compared to \$671,000 for the year ended December 31, 2017. We do not expect any further significant related cost going forward. Earnings for the year ended December 31, 2017 were also impacted by a \$7.1 million income tax expense adjustment due to the remeasurement of the Company's net deferred tax assets ("DTA").

### ***Tri-Valley Bank and United American Bank Mergers***

The Company completed the merger of its wholly-owned bank subsidiary Heritage Bank of Commerce with Tri-Valley effective as of the close on April 6, 2018. Tri-Valley's results of operations have been included in the Company's results of operations beginning April 7, 2018. Tri-Valley was a full-service California state-chartered commercial bank with branches in San Ramon and Livermore, California and served businesses and individuals primarily in Contra Costa and Alameda counties in Northern California. The Company closed the San Ramon office on July 13, 2018 and incurred \$110,000 of lease termination expense.

The Company completed the merger of its wholly-owned bank subsidiary Heritage Bank of Commerce with United American effective as of the close on May 4, 2018. United American's results of operations have been included in the Company's results of operations beginning May 5, 2018.

United American was a full-service commercial bank located in San Mateo County with full-service branches located in San Mateo, Redwood City and Half Moon Bay, California and serviced businesses, professionals and individuals. The Company closed the Half Moon Bay office on August 10, 2018 and incurred \$34,000 of lease termination expense.

Tri-Valley added \$112.0 million in loans and \$82.6 million in deposits, at December 31, 2018. United American added \$181.5 million in loans and \$217.6 million in deposits at December 31, 2018.

### ***Tax Cuts and Jobs Act***

The Tax Cuts and Jobs Act (the "Tax Act") was signed into law on December 22, 2017, which among other things reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. The enactment of the Tax Act caused our net DTA to be revalued at the new lower tax rate with resulting tax effects accounted for in the fourth quarter of 2017. The Company performed an analysis and determined the value of the net DTA was reduced by \$7.1 million, which was recognized as a one-time, non-cash, incremental income tax expense for the fourth quarter of 2017 and for the year ended December 31, 2017.

### **Factoring Activities - Bay View Funding**

	<b>December 31, 2018</b>	<b>December 31, 2017</b>
	<b>(Dollars in thousands)</b>	
Total factored receivables.....	\$ 53,590	\$ 48,826
Average factored receivables for the year ended .....	\$ 59,220	\$ 45,794
Total full time equivalent employees.....	38	36

### **2018 Highlights**

The following are major factors that impacted the Company's results of operations:

- Net interest income before provision for loan losses increased 20% to \$122.0 million for the year ended December 31, 2018, compared to \$101.5 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to organic loan growth and the positive impact of rising interest rates.
- The fully tax equivalent ("FTE") net interest margin increased 32 basis points to 4.31% for the year ended December 31, 2018, compared to 3.99% for the year ended December 31, 2017. The increase was primarily due to a higher average balance of loans and securities, an increase in the accretion of the loan purchase discount into loan interest income from the Tri-Valley and United American acquisitions in the second quarter of 2018, the impact of increases in the prime rate, and the rate on overnight funds.
- The average yield on the loan portfolio increased to 5.87% for the year ended December 31, 2018, compared to 5.64% for the year ended December 31, 2017, primarily due to an increase in accretion of the loan purchase discount into loan interest income from the acquisitions, and increases in the prime rate. The average yield on the Company's legacy loan portfolio (excluding the purchased residential loans, purchased CRE loans, factored receivables portfolio, and accretion of the loan purchase discount from the acquisitions) increased 13 basis points for the year ended December 31, 2018, compared to the year ended December 31, 2017. The average yield on the purchased residential loans was 2.73% for the year ended December 31, 2018, compared to 2.68% for the year ended December 31, 2017. The yield on the purchased CRE loans was 3.48% for the year ended December 31, 2018, compared to 3.51% for the year ended December 31, 2017.
- The total purchase discount on loans from Focus loan portfolio was \$5.4 million on the acquisition date of August 20, 2015, of which \$657,000 remains outstanding as of December 31, 2018. The total purchase discount on loans from Tri-Valley loan portfolio was \$2.6 million on the acquisition date of April 6, 2018, of which \$2.2 million remains outstanding as of December 31, 2018. The total purchase discount on loans from United American loan portfolio was \$4.7 million on the acquisition date of May 4, 2018, of which \$3.6 million remains outstanding as of December 31, 2018. The remaining purchase discount from the acquisitions was \$6.5 million at December 31, 2018, compared to \$1.2 million at December 31, 2017.
- The total cost of deposits was 0.21% for the year ended December 31, 2018, compared to 0.17% for the year ended December 31, 2017. The increase in the cost of deposits for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to an increase in interest rates.
- There was a \$7.4 million provision for loan losses for the year ended December 31, 2018, compared to a \$99,000 provision for loan losses for the year ended December 31, 2017. The increase in the provision for loan losses for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018.
- Noninterest income remained flat at \$9.6 million for the year ended December 31, 2018, compared to the year ended December 31, 2017. The Company received \$1.3 million in proceeds from a legal settlement

during the second quarter of 2018, of which \$377,000 was recorded in other noninterest income, and \$922,000 was credited to professional fees for recaptured legal fees previously paid by the Company. The proceeds from a legal settlement during the second quarter of 2018, higher service charges and fees on deposit accounts and gain on sales of securities, were offset by a lower increase in cash surrender value of life insurance proceeds, servicing income, and gain on sale of SBA loans for the year ended December 31, 2018, compared to the year ended December 31, 2017.

- Noninterest expense for the year ended December 31, 2018 increased to \$75.5 million, compared to \$60.7 million for the year ended December 31, 2017. The increase in noninterest expense for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower professional fees
- The efficiency ratio for the year ended December 31, 2018 was 57.39%, compared to 54.65% for the year ended December 31, 2017.
- Income tax expense for the year ended December 31, 2018 was \$13.3 million, compared to \$26.5 million for the year ended December 31, 2017. The effective tax rate for the year ended December 31, 2018 was 27.4%, compared to 52.6% for the year ended December 31, 2017, primarily due to a lower federal corporate tax rate for the year ended December 31, 2018 and the \$7.1 million DTA adjustment in the fourth quarter of 2017.

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 (12%) to \$623.6 million at December 31, 2018, from \$708.1 million at December 31, 2017.
- Securities held-to-maturity, at amortized cost, totaled \$377.2 million, compared to \$398.3 million at December 31, 2017.
- Loans, excluding loans held-for-sale, increased \$303.7 million, or 19%, to \$1.89 billion at December 31, 2018, compared to \$1.58 billion at December 31, 2017, which included \$181.5 million in loans from United American, \$112.0 million in loans from Tri-Valley, and an increase of \$3.1 million in the Company's legacy portfolio, partially offset by a decrease of \$7.0 million in purchased residential mortgage loans, and a decrease of \$3.6 million in purchased CRE loans.
- Nonperforming assets ("NPAs") were \$14.9 million, or 0.48% of total assets at December 31, 2018, compared to \$2.5 million, or 0.09% of total assets at December 31, 2017. The increase in NPAs at December 31, 2018, compared to December 31, 2017, was primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018.
- Classified assets were \$23.4 million at December 31, 2018, compared to \$25.1 million at December 31, 2017. There were no foreclosed assets at December 31, 2018 and December 31, 2017.
- The allowance for loan losses at December 31, 2018 was \$27.8 million, or 1.48% of total loans, representing 187.06% of nonperforming loans. The allowance for loan losses at December 31, 2017 was \$19.7 million, or 1.24% of total loans, representing 791.07% of nonperforming loans. The allowance for loan losses to total nonperforming loans decreased at December 31, 2018, compared to December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018.
- Net recoveries totaled \$769,000 for the year ended December 31, 2018, compared to net recoveries of \$470,000 for the year ended December 31, 2017.
- Total deposits increased \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6

million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit relationships totaling approximately \$95.0 million.

- Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, compared to \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.
- The ratio of noncore funding (which consists of time deposits of \$250,000 and over, CDARS deposits, brokered deposits, securities under agreement to repurchase, subordinated debt and short-term borrowings) to total assets was 4.53% at December 31, 2018, compared to 6.85% at December 31, 2017.
- The loan to deposit ratio was 71.52% at December 31, 2018, compared to 63.74% at December 31, 2017.
- 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, 2018.

<u>Capital Ratios</u>	<u>Heritage Commerce Corp</u>	<u>Heritage Bank of Commerce</u>	<u>Well-capitalized Financial Institution Basel III Regulatory Guidelines</u>	<u>Fully Phased-in Basel III Minimum Requirement<sup>(1)</sup> Effective January 1, 2019</u>
Total Risk-Based .....	15.0 %	14.0 %	10.0 %	10.5 %
Tier 1 Risk-Based .....	12.0 %	12.8 %	8.0 %	8.5 %
Common Equity Tier 1				
Risk-based .....	12.0 %	12.8 %	6.5 %	7.0 %
Leverage .....	8.9 %	9.4 %	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 \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6 million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit relationships totaling approximately \$95.0 million. Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, compared to \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.

### ***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. 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. At December 31, 2018, we had \$164.6 million in cash and cash equivalents and approximately \$657.0 million in available borrowing capacity from various sources including the Federal Home Loan Bank ("FHLB"), the Federal Reserve Bank of San Francisco ("FRB"), Federal funds facilities with several financial institutions, and a line of credit with a correspondent bank. The Company also had \$789.2 million (at fair value) in unpledged securities available at December 31, 2018. Our loan to deposit ratio increased to 71.52% at December 31, 2018, compared to 63.74% at December 31, 2017.

### ***Lending***

Our lending business originates primarily through our branch offices located in our primary markets. In addition, Bay View Funding provides factoring financing and our Corporate Financing Group provides asset-based lending throughout the United States. Total loans, excluding loans held-for-sale, increased \$303.7 million, or 19%, to \$1.89 billion at December 31, 2018, compared to \$1.58 billion at December 31, 2017, which included \$181.5 million in loans from United American, \$112.0 million in loans from Tri-Valley, and an increase of \$3.1 million in the Company's legacy portfolio, partially offset by a decrease of \$7.0 million in purchased residential mortgage loans, and a decrease of \$3.6 million of purchased CRE loans. The total loan portfolio remains well diversified with C&I loans accounting for 32% of the portfolio at December 31, 2018, which included \$53.6 million of factored receivables at Bay View Funding. CRE loans accounted for 52% of the total loan portfolio at December 31, 2018, of which approximately 40% was secured by owner-occupied real estate. Consumer and home equity loans accounted for 7% of total loans, land and construction loans accounted for 6% of total loans, and residential mortgage loans accounted for the remaining 3% of total loans at December 31, 2018. The commercial loan line usage was 36% at December 31, 2018, compared to 37% at December 31, 2017.

### ***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, before loan losses, increased 20% to \$122.0 million for the year ended December 31, 2018, compared to \$101.5 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to the positive impact of rising interest rates.

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 reduced ultimate 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. While early application is permitted for fiscal years beginning after December 15, 2018, the Company plans to adopt this standard on January 1, 2020. The Company has established a company-wide, cross-functional governance structure, which oversees overall strategy for implementation of CECL. We are currently evaluating various loss methodologies to determine their correlation to our various loan categories historical performance. In the first quarter of 2018, we contracted with a third party vendor to provide a model and assist with assessing processes, portfolio segmentation, and model development. The Company also continues to believe that the adoption of the standard will result in an overall increase in the allowance for loan losses to cover credit losses over the estimated life of the financial assets. However, the magnitude of the increase in its allowance for loan losses at the adoption date will depend upon the nature and characteristics of the portfolio at the adoption date, as well as macroeconomic conditions and forecasts at that time. 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. Noninterest income from our SBA lending activity may be affected by lower premiums and accelerated pre-payments. 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, 2018 increased to \$75.5 million, compared to \$60.7 million for the year ended December 31, 2017, was primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower 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,								
	2018			2017			2016		
	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 <sup>(1)(2)</sup>	\$ 1,801,015	105,635	5.87 %	\$ 1,531,922	86,346	5.64 %	\$ 1,422,707	\$ 79,284	5.57 %
Securities — taxable	669,994	15,211	2.27 %	636,160	13,724	2.16 %	501,347	10,432	2.08 %
Securities — exempt from Federal tax <sup>(3)</sup>	87,639	2,817	3.21 %	89,762	3,471	3.87 %	91,822	3,523	3.84 %
Other investments, interest-bearing deposits in other financial institutions and Federal funds sold	285,702	6,774	2.37 %	318,025	4,585	1.44 %	228,293	2,425	1.06 %
Total interest earning assets <sup>(3)</sup>	2,844,350	130,437	4.59 %	2,575,869	108,126	4.20 %	2,244,169	95,664	4.26 %
Cash and due from banks	38,665			33,542			33,899		
Premises and equipment, net	7,298			7,553			7,624		
Goodwill and other intangible assets	82,398			51,932			53,445		
Other assets	82,925			86,722			86,064		
Total assets	\$ 3,055,636			\$ 2,755,618			\$ 2,425,201		
<b>Liabilities and shareholders' equity:</b>									
Deposits:									
Demand, noninterest-bearing	\$ 1,029,860			\$ 944,275			\$ 824,763		
Demand, interest-bearing	658,386	1,885	0.29 %	586,778	1,208	0.21 %	511,595	1,026	0.20 %
Savings and money market	777,749	2,701	0.35 %	653,636	1,534	0.23 %	526,227	1,127	0.21 %
Time deposits — under \$100	21,375	80	0.37 %	19,789	57	0.29 %	22,079	65	0.29 %
Time deposits — \$100 and over	130,548	830	0.64 %	187,298	1,188	0.63 %	209,972	913	0.43 %
Time deposits — brokered	—	—	N/A	—	—	N/A	7,590	62	0.82 %
CDARS — interest-bearing demand, money market and time deposits	15,369	10	0.07 %	13,941	4	0.03 %	8,232	6	0.07 %
Total interest-bearing deposits	1,603,427	5,506	0.34 %	1,461,442	3,991	0.27 %	1,285,695	3,199	0.25 %
Total deposits	2,633,287	5,506	0.21 %	2,405,717	3,991	0.17 %	2,110,458	3,199	0.15 %
Subordinated debt, net of issuance costs	39,270	2,314	5.89 %	23,266	1,394	5.99 %	—	—	0.00 %
Short-term borrowings	106	2	1.89 %	75	2	2.67 %	490	12	2.45 %
Total interest-bearing liabilities	1,642,803	7,822	0.48 %	1,484,783	5,387	0.36 %	1,286,185	3,211	0.25 %
Total interest-bearing liabilities and demand, noninterest-bearing / cost of funds	2,672,663	7,822	0.29 %	2,429,058	5,387	0.22 %	2,110,948	3,211	0.15 %
Other liabilities	55,416			57,670			58,666		
Total liabilities	2,728,079			2,486,728			2,169,614		
Shareholders' equity	327,557			268,890			255,587		
Total liabilities and shareholders' equity	\$ 3,055,636			\$ 2,755,618			\$ 2,425,201		
Net interest income <sup>(3)</sup> / margin		122,615	4.31 %		102,739	3.99 %		92,453	4.12 %
Less tax equivalent adjustment <sup>(3)</sup>		(592)			(1,215)			(1,233)	
Net interest income		\$ 122,023			\$ 101,524			\$ 91,220	

- (1) Includes loans held-for-sale. Nonaccrual loans are included in average balance.
- (2) Yield amounts earned on loans include fees and costs. The accretion (amortization) of deferred loan fees (costs) into loan interest income was \$375,000 for the year ended December 31, 2018, compared to \$533,000 for the year ended December 31, 2017, and \$168,000 for the year ended December 31, 2016.
- (3) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for the year ended December 31, 2018, and a 35% tax rate for the years ended December 31, 2017 and 2016.

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.

	2018 vs. 2017			2017 vs. 2016		
	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	\$ 15,711	\$ 3,578	\$ 19,289	\$ 6,105	\$ 957	\$ 7,062
Securities — taxable	770	717	1,487	2,895	397	3,292
Securities — exempt from Federal tax <sup>(1)</sup>	(64)	(590)	(654)	(83)	31	(52)
Other investments, interest-bearing deposits in other financial institutions and Federal funds sold	(763)	2,952	2,189	1,298	862	2,160
Total interest income on interest-earning assets <sup>(1)</sup>	<u>15,654</u>	<u>6,657</u>	<u>22,311</u>	<u>10,215</u>	<u>2,247</u>	<u>12,462</u>
<b>Expense from the interest-bearing liabilities:</b>						
Demand, interest-bearing	183	494	677	134	48	182
Savings and money market	413	754	1,167	324	83	407
Time deposits — under \$100	7	16	23	(7)	(1)	(8)
Time deposits — \$100 and over	(369)	11	(358)	(135)	410	275
Time deposits — brokered	—	—	—	(62)	—	(62)
CDARS — interest-bearing demand, money market and time deposits	—	6	6	2	(4)	(2)
Subordinated debt, net of issuance costs	944	(24)	920	1,394	—	1,394
Short-term borrowings	1	(1)	—	(11)	1	(10)
Total interest expense on interest-bearing liabilities	<u>1,179</u>	<u>1,256</u>	<u>2,435</u>	<u>1,639</u>	<u>537</u>	<u>2,176</u>
Net interest income <sup>(1)</sup>	<u>\$ 14,475</u>	<u>\$ 5,401</u>	<u>19,876</u>	<u>\$ 8,576</u>	<u>\$ 1,710</u>	<u>10,286</u>
Less tax equivalent adjustment <sup>(1)</sup>			623			18
Net interest income			<u>\$ 20,499</u>			<u>\$ 10,304</u>

(1) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for the year ended December 31, 2018, and a 35% tax rate for the years ended December 31, 2017 and 2016.

The Company's net interest margin (FTE), expressed as a percentage of average earning assets, increased 32 basis points to 4.31% for the year ended December 31, 2018, compared to 3.99% for the year ended December 31, 2017, primarily due to a higher average balance of loans and securities, an increase in the accretion of the loan purchase discount into loan interest income from the Tri-Valley and United American acquisitions in the second quarter of 2018, the impact of increases in the prime rate and the rate on overnight funds.

The Company's net interest margin (FTE) contracted 13 basis points to 3.99% for the year ended December 31, 2017, compared to 4.12% for the year ended December 31, 2016, primarily due to a higher average balance of lower yielding excess funds at the Federal Reserve Bank, the issuance of the subordinated debt, and a decrease in the accretion of the loan purchase discount into loan interest income from the 2015 Focus acquisition. This was partially offset by an increase in the average balances of loans and securities, and the impact of increases in the prime rate on loan yields and overnight funds. The average balance of other investments and interest-bearing deposits in other financial institutions increased \$89.7 million to \$318.0 million for the year ended December 31, 2017, compared to \$228.3 million for the year ended December 31, 2016.

The following tables present the average balance of loans outstanding, interest income, and the average yield for the periods indicated:

	Year Ended December 31,								
	2018			2017			2016		
	Average Balance	Interest Income	Average Yield	Average Balance	Interest Income	Average Yield	Average Balance	Interest Income	Average Yield
	(Dollars in thousands)								
Loans, core bank and asset-based lending . . . . .	\$ 1,670,065	\$ 86,610	5.19 %	\$ 1,402,628	\$ 71,011	5.06 %	\$ 1,350,949	\$ 64,647	4.79 %
Bay View Funding factored receivables . . . . .	59,220	14,698	24.82 %	45,794	11,884	25.95 %	46,425	12,256	26.40 %
Residential mortgages . . . . .	40,998	1,118	2.73 %	48,266	1,294	2.68 %	24,916	710	2.85 %
Purchased CRE loans . . . . .	36,080	1,257	3.48 %	36,807	1,292	3.51 %	3,461	122	3.52 %
Loan credit mark . . . . .	(5,348)	1,952	0.12 %	(1,573)	865	0.06 %	(3,044)	1,549	0.11 %
Total loans (includes loans held-for-sale) . . . . .	<u>\$ 1,801,015</u>	<u>\$ 105,635</u>	5.87 %	<u>\$ 1,531,922</u>	<u>\$ 86,346</u>	5.64 %	<u>\$ 1,422,707</u>	<u>\$ 79,284</u>	5.57 %

The average yield on the total loan portfolio increased to 5.87% for the year ended December 31, 2018, compared to 5.64% for the year ended December 31, 2017, primarily due to an increase in accretion of the loan purchase discount into loan interest income from the acquisitions, and increases in the prime rate. The average yield on the loan portfolio increased to 5.64 % for the for the year ended December 31, 2017, compared to 5.57% for the year ended December 31, 2016, primarily due to increases in the prime rate, partially offset by the impact of the lower yielding purchased residential mortgage loans and purchased CRE loans, a lower yield on the factored receivables portfolio, and a decrease in the accretion of the loan purchase discount into loan interest income from the Focus transaction.

The total purchase discount on loans from Focus loan portfolio was \$5.4 million on the acquisition date of August 20, 2015, of which \$657,000 remains outstanding as of December 31, 2018. The total purchase discount on loans from Tri-Valley loan portfolio was \$2.6 million on the acquisition date of April 6, 2018, of which \$2.2 million remains outstanding as of December 31, 2018. The total purchase discount on loans from United American loan portfolio was \$4.7 million on the acquisition date of May 4, 2018, of which \$3.6 million remains outstanding as of December 31, 2018. The remaining purchase discount from the three acquisitions was \$6.5 million at December 31, 2018, compared to \$1.2 million at December 31, 2017.

The total cost of deposits was 0.21% for the year ended December 31, 2018, compared to 0.17% for the year ended December 31, 2017.

Net interest income, before provision for loan losses, for the year ended December 31, 2018 increased 20% to \$122.0 million, compared to \$101.5 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to organic loan growth and the positive impact of rising interest rates. Net interest income for the year ended December 31, 2017 increased 11% to \$101.5 million, compared to \$91.2 million for the year ended December 31, 2016, primarily due to an increase in the average balance of loans, investment securities, and other interest earning assets.

### **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.

There was a \$7.4 million provision for loan losses for the year ended December 31, 2018, compared to \$99,000 provision for loan losses for the year ended December 31, 2017, and a \$1.2 million provision for loan losses for the year ended December 31, 2016. The increase in the provision for loan losses for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. 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 \$27.8 million, or 1.48% of total loans at December 31, 2018, compared to \$19.7 million, or 1.24% of total loans at December 31, 2017, and \$19.1 million, or 1.27% of total loans at December 31, 2016. The allowance for loan losses to total nonperforming loans was 187.06% at December 31, 2018, compared to 791.07% at December 31, 2017, and 624.03% at December 31, 2016. The allowance for loan losses to total nonperforming loans decreased at December 31, 2018, compared to December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. Net recoveries totaled \$769,000 for the year ended December 31, 2018, compared to net recoveries of \$470,000 for the year ended December 31, 2017, and net charge-offs of \$1.1 million for the year ended December 31, 2016.

### ***Noninterest Income***

The following table sets forth the various components of the Company's noninterest income:

	Year Ended			Increase		Increase	
	December 31,			(decrease)		(Decrease)	
	2018	2017	2016	Amount	Percent	Amount	Percent
	(Dollars in thousands)						
Service charges and fees on deposit accounts . . . . .	\$ 4,113	\$ 3,231	\$ 3,116	\$ 882	27 %	\$ 115	4 %
Increase in cash surrender value of life insurance . . .	1,045	1,666	1,747	(621)	(37)%	(81)	(5)%
Servicing income . . . . .	709	973	1,398	(264)	(27)%	(425)	(30)%
Gain on sales of SBA loans . . . . .	698	1,108	796	(410)	(37)%	312	39 %
Gain (loss) on sales of securities . . . . .	266	(6)	1,099	272	4,533 %	(1,105)	(101)%
Gain on proceeds from company-owned life insurance . . . . .	—	—	1,119	—	N/A	(1,119)	(100)%
Other . . . . .	2,743	2,640	2,350	103	4 %	290	12 %
Total . . . . .	<u>\$ 9,574</u>	<u>\$ 9,612</u>	<u>\$ 11,625</u>	<u>\$ (38)</u>	0 %	<u>\$ (2,013)</u>	(17)%

For the year ended December 31, 2018, noninterest income remained relatively flat at \$9.6 million, compared to the year ended December 31, 2017. The Company received \$1.3 million in proceeds from a legal settlement during the second quarter of 2018, of which \$377,000 was recorded in other noninterest income, and \$922,000 was credited to professional fees for recaptured legal fees previously paid by the Company. The proceeds from a legal settlement during the second quarter of 2018, higher service charges and fees on deposit accounts and gain on sales of securities, were offset by a lower increase in cash surrender value of life insurance proceeds, servicing income, and gain on sale of SBA loans for the year ended December 31, 2018, compared to the year ended December 31, 2017.

For the year ended December 31, 2017, noninterest income was \$9.6 million, compared to \$11.6 million for the year ended December 31, 2016. The decrease in total noninterest income for the year ended December 31, 2017, compared to the year ended December 31, 2016, was primarily due to a \$1.1 million gain on proceeds from company-owned life insurance and a \$1.1 million gain on sales of securities in the year ended December 31, 2016, and lower servicing income in the year ended December 31, 2017. The decrease was partially offset by increases in fee income from Bay View Funding during the year ended December 31, 2017, which is included in other noninterest income within the consolidated income statements.

Historically, 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 2018, SBA loan sales resulted in a \$698,000 gain, compared to a \$1.1 million gain on sales of SBA loans in 2017, and a \$796,000 gain on sales of SBA loans in 2016.

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.

## Noninterest Expense

The following table sets forth the various components of the Company's noninterest expense:

	Year Ended December 31,			Increase (Decrease) 2018 versus 2017		Increase (Decrease) 2017 versus 2016	
	2018	2017	2016	Amount	Percent	Amount	Percent
	(Dollars in thousands)						
Salaries and employee benefits	\$ 40,193	\$ 35,719	\$ 33,386	\$ 4,474	13 %	\$ 2,333	7 %
Other acquisition and integration related costs	5,598	671	—	4,927	734 %	671	N/A
Occupancy and equipment	5,411	4,578	4,378	833	18 %	200	5 %
Severance and retention acquisition costs <sup>(1)</sup>	3,569	—	—	3,569	N/A	—	N/A
Professional fees	2,891	2,982	3,471	(91)	(3)%	(489)	(14)%
Software subscriptions	2,343	1,831	1,573	512	28 %	258	16 %
Data processing	1,978	1,483	1,331	495	33 %	152	11 %
Amortization of intangible assets	1,943	1,361	1,568	582	43 %	(207)	(13)%
Insurance expense	1,685	1,529	1,275	156	10 %	254	20 %
Recovery of legal fees <sup>(2)</sup>	(922)	—	—	(922)	N/A	—	N/A
Other	10,832	10,584	10,657	248	2 %	(73)	(1)%
Total	<u>\$ 75,521</u>	<u>\$ 60,738</u>	<u>\$ 57,639</u>	<u>\$ 14,783</u>	<u>24 %</u>	<u>\$ 3,099</u>	<u>5 %</u>

(1) Included in Salaries and employee benefits in the Consolidated Statements of Income.

(2) Included in Professional fees in the Consolidated Statements of Income.

The following table indicates the percentage of noninterest expense in each category:

	Year Ended December 31,					
	2018		2017		2016	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
(Dollars in thousands)						
Salaries and employee benefits	\$ 40,193	53 %	\$ 35,719	59 %	\$ 33,386	58 %
Other acquisition and integration related costs	5,598	7 %	671	1 %	—	0 %
Occupancy and equipment	5,411	7 %	4,578	8 %	4,378	8 %
Severance and retention acquisition costs <sup>(1)</sup>	3,569	5 %	—	0 %	—	0 %
Professional fees	2,891	4 %	2,982	5 %	3,471	6 %
Software subscriptions	2,343	3 %	1,831	3 %	1,573	3 %
Data processing	1,978	3 %	1,483	2 %	1,331	2 %
Amortization of intangible assets	1,943	3 %	1,361	2 %	1,568	3 %
Insurance expense	1,685	2 %	1,529	3 %	1,275	2 %
Recovery of legal fees <sup>(2)</sup>	(922)	(1)%	—	0 %	—	0 %
Other	10,832	14 %	10,584	17 %	10,657	18 %
Total	<u>\$ 75,521</u>	<u>100 %</u>	<u>\$ 60,738</u>	<u>100 %</u>	<u>\$ 57,639</u>	<u>100 %</u>

(1) Included in Salaries and employee benefits in the Consolidated Statements of Income.

(2) Included in Professional fees in the Consolidated Statements of Income.

Noninterest expense for the year ended December 31, 2018 increased 24% to \$75.5 million, compared to \$60.7 million for the year ended December 31, 2017, primarily due to costs related to the merger transactions and higher

salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower professional fees. The Company received a recovery of \$922,000 of professional fees from a legal settlement in the second quarter of 2018. Full-time equivalent employees were 302, 278, and 263 at December 31, 2018, 2017, and 2016, respectively.

Noninterest expense for the year ended December 31, 2017 increased 5% to \$60.7 million, compared to \$57.6 million for the year ended December 31, 2016, primarily due to higher salaries and employee benefits as a result of annual salary increases and hiring additional employees, and costs related to the merger transactions, partially offset by lower professional fees.

***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 Tax Act was signed into law on December 22, 2017, which among other things reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. The enactment of the Tax Act caused our net DTA to be revalued at the new lower tax rate with resulting tax effects accounted for in the reporting period of enactment. The Company performed an analysis and determined the value of the net DTA was reduced by \$7.1 million, which was recognized as a one-time, non-cash, incremental income tax expense for the fourth quarter of 2017 and for the year ended December 31, 2018.

Also on December 22, 2017, the SEC issued Staff Accounting Bulletin (“SAB”) 118, which addresses the situations where the accounting for changes in tax laws is complete, incomplete but can be reasonably estimated, and incomplete and cannot be reasonably estimated. SAB 118 also permits a measurement period up to one year from the date of enactment to refine the provisional accounting. There were no items for which the Company was unable to make a reasonable estimate for the effects of the tax law change. The Company has completed its accounting for the effects of the Tax Act on its deferred tax assets and liabilities.

The following table shows the effective income tax rates for the dates indicated:

	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Effective income tax rate . . . . .	27.4%	52.6%	37.7%

The Company’s Federal and state income tax expense in 2018 was \$13.3 million, compared to \$26.5 million in 2017, and \$16.6 million in 2016. The effective tax rate for the year ended December 31, 2018 decreased compared to the year ended December 31, 2017, primarily due to lower federal corporate tax rate for 2018 and the \$7.1 million DTA adjustment in the fourth quarter of 2017. The effective tax rate increased for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to the \$7.1 million DTA adjustment in the fourth quarter of 2017.

The difference in the effective tax rate for the periods reported compared to the combined Federal and state statutory tax rate of 29.6% for the year ended December 31, 2018, and 42% for the years ended December 31, 2017 and 2016, is primarily the result of 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 (net of low income housing investment losses), and tax-exempt interest income earned on municipal bonds.

In March 2016, the FASB issued new guidance intended to simplify several areas of accounting for share-based compensation programs, including the income tax impact, classification on the statement of cash flows, and forfeitures. The Company adopted the new guidance on share-based compensation during the first quarter of 2017. All excess tax benefits and tax deficiencies (including tax benefits of dividends on share based payment awards) are recognized as income tax expense or benefit on the income statement. The tax effects of exercised or vested awards are treated as discrete items in the reporting period in which they occur. The adoption of this guidance resulted in a reduction to income tax expense

of (\$424,000) for the year ended December 31, 2018, compared to a reduction of (\$146,000) for the year ended December 31, 2017.

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 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 \$27.1 million and \$16.2 million at December 31, 2018, and December 31, 2017, 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, 2018 and December 31, 2017 will be fully realized in future years.

### ***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.

	Year Ended December 31, 2018		
	Banking <sup>(1)</sup>	Factoring (Dollars in thousands)	Consolidated
Interest income . . . . .	\$ 115,147	\$ 14,698	\$ 129,845
Intersegment interest allocations . . . . .	1,856	(1,856)	—
Total interest expense . . . . .	7,822	—	7,822
Net interest income . . . . .	109,181	12,842	122,023
Provision for loan losses . . . . .	7,224	197	7,421
Net interest income after provision . . . . .	101,957	12,645	114,602
Noninterest income . . . . .	8,662	912	9,574
Noninterest expense <sup>(2)</sup> . . . . .	69,164	6,357	75,521
Intersegment expense allocations . . . . .	753	(753)	—
Income before income taxes . . . . .	42,208	6,447	48,655
Income tax expense . . . . .	11,418	1,906	13,324
Net income . . . . .	\$ 30,790	\$ 4,541	\$ 35,331
Total assets . . . . .	\$ 3,028,721	\$ 67,841	\$ 3,096,562
Loans, net of deferred fees . . . . .	\$ 1,832,815	\$ 53,590	\$ 1,886,405
Goodwill . . . . .	\$ 70,709	\$ 13,044	\$ 83,753

(3) Includes the holding company's results of operations

(4) The banking segment's noninterest expense includes acquisition costs of \$9,167,000.

	Year Ended December 31, 2017		
	Banking <sup>(1)</sup>	Factoring (Dollars in thousands)	Consolidated
Interest income	\$ 95,027	\$ 11,884	\$ 106,911
Intersegment interest allocations	1,126	(1,126)	—
Total interest expense	5,387	—	5,387
Net interest income	90,766	10,758	101,524
Provision for loan losses	102	(3)	99
Net interest income after provision	90,664	10,761	101,425
Noninterest income	8,559	1,053	9,612
Noninterest expense <sup>(2)</sup>	53,860	6,878	60,738
Intersegment expense allocations	528	(528)	—
Income before income taxes	45,891	4,408	50,299
Income tax expense <sup>(3)</sup>	24,266	2,205	26,471
Net income	\$ 21,625	\$ 2,203	\$ 23,828
Total assets	\$ 2,780,286	\$ 63,166	\$ 2,843,452
Loans, net of deferred fees	\$ 1,533,841	\$ 48,826	\$ 1,582,667
Goodwill	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operations

(2) Includes \$671,000 pre-tax acquisition costs related to the Tri-Valley and United American proposed mergers in the banking segment.

(3) Includes \$7.1 million of expense associated with remeasurement of the net DTA, of which \$6.7 million was in the banking segment, and \$354,000 was in the factoring segment

	Year Ended December 31, 2016		
	Banking <sup>(1)</sup>	Factoring (Dollars in thousands)	Consolidated
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	\$ 25,237	\$ 2,144	\$ 27,381
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 operation

*Banking.* Our banking segment's net income increased to \$30.8 million for the year ended December 31, 2018, compared to net income of \$21.6 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to organic loan growth and the positive impact of rising interest rates. The provision for loan losses increased to \$7.2 million for the year ended December 31, 2018, compared to a provision for loan losses of \$102,000 for the year ended December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. Noninterest income



remained relatively flat for the year ended December 31, 2018, compared to the year ended December 31, 2017. For the year ended December 31, 2018, noninterest expense increased to \$69.2 million, compared to \$53.9 million for the year ended December 31, 2017, primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower professional fees.

For the year ended December 31, 2017, our banking segment's net income decreased to \$21.6 million, compared to net income of \$25.2 million for the year ended December 31, 2016, primarily due to pre-tax acquisition costs of \$671,000 related to the Tri-Valley and United American proposed mergers and a \$6.7 million revaluation of the net DTA due to enactment of the Tax Act. For the year ended December 31, 2017, net interest income increased to \$90.8 million, compared to \$80.1 million for the year ended December 31, 2016, primarily as a result of an increase in the average balance of loans, investment securities, and other interest earning assets. The provision for loan losses was \$102,000 for the year ended December 31, 2017, compared to a provision for loan losses of \$1.2 million for the year ended December 31, 2016. Noninterest income decreased to \$8.6 million for the year ended December 31, 2017, compared to \$10.8 million for the year ended December 31, 2016, primarily due to a \$1.1 million gain on proceeds from company-owned life insurance and a \$1.1 million gain on sales of investment securities for the year ended 2016, and lower servicing income for the year ended December 31, 2017. For the year ended December 31, 2017, noninterest expense increased to \$53.9 million, compared to \$50.3 million for the year ended December 31, 2016, primarily due to higher salaries and employee benefits as a result of annual salary increases and hiring additional employees, and costs related to the proposed merger transactions. Income tax expense of \$24.3 million for the year ended December 31, 2017 included a non-cash additional tax expense of \$6.7 million, which resulted from the remeasurement of our net DTA. Income tax expense for the year ended December 31, 2016 was \$15.0 million.

*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 and service and the payment of operating costs incurred to provide such good or service. The average life of the factored receivables was 36 days for the years ended December 31, 2018 and 2017, and 35 days for the year ended December 31, 2016. Net interest income for the year ended December 31, 2018 increased to \$12.8 million, compared to \$10.8 million for the year ended December 31, 2017, primarily due to an increase in the average balance of factored receivables outstanding, partially offset by a decrease in the average yield on the factored receivables portfolio. For the year ended December 31, 2017, net interest income decreased to \$10.8 million, compared to \$11.1 million for the year ended December 31, 2016, primarily due to a decrease in the average yield on the factored receivables portfolio, and a decrease in the average balance of factored receivables outstanding. Income tax expense for the year ended December 31, 2017, included a \$354,000 remeasurement of the net DTA due to enactment of the Tax Act.

## FINANCIAL CONDITION

As of December 31, 2018, total assets increased 9% to \$3.10 billion, compared to \$2.84 billion at December 31, 2017. Securities available-for-sale, at fair value, were \$459.0 million at December 31, 2018, an increase of 17% from \$391.9 million at December 31, 2017. Securities held-to-maturity, at amortized cost, were \$377.2 million at December 31, 2018, a decrease of (5%) from \$398.3 million at December 31, 2017. Total loans, excluding loans held-for-sale, increased \$303.7 million, or 19%, to \$1.89 billion at December 31, 2018, compared to \$1.58 billion at December 31, 2017, which included \$181.5 million in loans from United American, \$112.0 million in loans from Tri-Valley, and an increase of \$3.1 million in the Company's legacy portfolio, partially offset by a decrease of \$7.0 million in purchased residential mortgage loans, and a decrease of \$3.6 million in purchased CRE loans.

Total deposits increased \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6 million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit relationships totaling approximately \$95 million. Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, from \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.

## Securities Portfolio

The following table reflects the balances for each category of securities at year-end:

	December 31,		
	2018	2017	2016
(Dollars in thousands)			
Securities available-for-sale (at fair value):			
Agency mortgage-backed securities	\$ 302,854	\$ 374,733	\$ 290,989
U.S. Treasury	148,753	—	—
U.S. Government sponsored entities	7,436	—	—
Trust preferred securities	—	17,119	15,600
Total	<u>\$ 459,043</u>	<u>\$ 391,852</u>	<u>\$ 306,589</u>
Securities held-to-maturity (at amortized cost):			
Agency mortgage-backed securities	\$ 291,241	\$ 309,616	\$ 233,409
Municipals — exempt from Federal tax	85,957	88,725	90,601
Total	<u>\$ 377,198</u>	<u>\$ 398,341</u>	<u>\$ 324,010</u>

The table below summarizes the weighted average life and weighted average yields of securities as of December 31, 2018:

	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	\$ —	N/A	\$ 188,998	2.28 %	\$ 113,856	2.47 %	\$ —	N/A	\$ 302,854	2.35 %
U.S. Treasury	—	N/A	148,753	2.80 %	—	N/A	—	N/A	148,753	2.80 %
U.S. Government sponsored entities	1,995	2.63 %	5,441	2.65 %	—	N/A	—	N/A	7,436	2.65 %
Total	<u>\$ 1,995</u>	2.63 %	<u>\$ 343,192</u>	2.51 %	<u>\$ 113,856</u>	2.47 %	<u>\$ —</u>	N/A	<u>\$ 459,043</u>	2.50 %
Securities held-to-maturity (at amortized cost):										
Agency mortgage-backed securities	\$ —	N/A	\$ 137,468	1.90 %	\$ 106,384	2.35 %	\$ 47,389	3.38 %	\$ 291,241	2.31 %
Municipals — exempt from Federal tax <sup>(1)</sup>	3,399	3.63 %	31,426	3.35 %	12,779	3.06 %	38,353	3.17 %	85,957	3.24 %
Total	<u>\$ 3,399</u>	3.63 %	<u>\$ 168,894</u>	2.17 %	<u>\$ 119,163</u>	2.43 %	<u>\$ 85,742</u>	3.29 %	<u>\$ 377,198</u>	2.52 %

(1) Reflects tax equivalent yield based on a 21% 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; (v) corporate bonds, which also enhance the yield on the portfolio; (vi) money market mutual funds; (vii) certificates of deposit; (viii) commercial paper; (ix) bankers acceptances; (x) repurchase agreements; (xi) collateralized mortgage obligations; and (xii) asset-backed securities.

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 \$459.0 million at December 31, 2018, an increase of 17% from \$391.9 million at December 31, 2017. At December 31, 2018, the Company's securities available-for-sale portfolio, at fair value, was comprised of \$302.9 million agency mortgage-backed securities (all issued by U.S. Government sponsored entities), \$148.7 million U.S. Treasury, and \$7.4 million U.S. Government sponsored entities debt securities. The pre-tax unrealized loss on securities available-for-sale at December 31, 2018 was (\$7.7) million, compared to a pre-tax unrealized loss on securities available-for-sale of (\$1.5) million at December 31, 2017, and a pre-tax unrealized loss on securities available-for-sale of (\$2.0) million at December 31, 2016. All other factors remaining the same, when market interest rates are rising, the Company will experience a lower unrealized gain (or a higher unrealized loss) on the securities portfolio.

Investment securities available-for-sale acquired from United American totaled \$63.7 million, at fair value, on May 4, 2018. Subsequent to closing, the Company sold \$55.4 million of these securities, for a gain on sale of securities of \$179,000 in the second quarter of 2018. During the year ended December 31, 2018, the Company purchased \$162.8 million of investment securities available-for-sale, which consisted of \$15.2 million of Federal Home Loan Mortgage Corporation ("FHLMC") securities, with an average book yield of 2.59%, and \$147.6 million of U.S. Treasuries, with an average book yield of 2.82%.

At December 31, 2018, investment securities held-to-maturity totaled \$377.2 million, a decrease of (5%) from \$398.3 million at December 31, 2017. At December 31, 2018, the Company's securities held-to-maturity portfolio, at amortized cost, was comprised of \$291.2 million agency mortgage-backed securities, and \$86.0 million tax-exempt municipal bonds.

During the year ended December 31, 2018, the Company purchased \$31.5 million of investment securities held-to-maturity, which consisted of \$6.3 million FHLMC securities, with an average book yield of 3.39%, and \$25.1 million of FNMA securities, with an average book yield of 3.43%.

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 61% of total assets at December 31, 2018 and 56% at December 31, 2017. The ratio of loans to deposits increased to 71.52% at December 31, 2018 from 63.74% at December 31, 2017.

### 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.

	2018		2017		December 31, 2016		2015		2014	
	\$	% to Total	\$	% to Total	\$	% to Total	\$	% to Total	\$	% to Total
Commercial	597,763	32 %	573,296	36 %	604,331	40 %	556,522	41 %	462,403	43 %
Real estate:										
CRE	994,067	52 %	772,867	49 %	662,228	44 %	625,665	46 %	478,335	44 %
Land and construction	122,358	6 %	100,882	6 %	81,002	5 %	84,428	6 %	67,980	6 %
Home equity	109,112	6 %	79,176	5 %	82,459	6 %	76,833	6 %	61,644	6 %
Residential mortgages	50,979	3 %	44,561	3 %	52,887	4 %	—	0 %	—	0 %
Consumer	12,453	1 %	12,395	1 %	20,460	1 %	16,010	1 %	18,867	1 %
Total Loans	1,886,732	100 %	1,583,177	100 %	1,503,367	100 %	1,359,458	100 %	1,089,229	100 %
Deferred loan fees, net	(327)	—	(510)	—	(760)	—	(742)	—	(586)	—
Loans, net of deferred fees	1,886,405	100 %	1,582,667	100 %	1,502,607	100 %	1,358,716	100 %	1,088,643	100 %
Allowance for loan losses	(27,848)	—	(19,658)	—	(19,089)	—	(18,926)	—	(18,379)	—
Loans, net	\$ 1,858,557		\$ 1,563,009		\$ 1,483,518		\$ 1,339,790		\$ 1,070,264	

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, purchased residential mortgages, and consumer loans. The Company does not have any concentrations by industry or group of industries in its loan portfolio, however, 67% of its gross loans were secured by real property as of December 31, 2018, compared to 63% as of December 31, 2017. 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 2018, loans were sold resulting in a gain on sales of SBA loans of \$698,000, compared to a gain on sales of SBA loans of \$1.1 million for 2017, and \$796,000 for 2016.

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 was 36 days for both the years ended December 31, 2018 and 2017. The balance of the purchased receivables as of December 31, 2018 and 2017 was \$53.6 million and \$48.8 million, respectively.

The commercial loan portfolio increased \$24.5 million to \$597.8 million at December 31, 2018, from \$573.3 million at December 31, 2017, which included \$17.8 million of loans added from United American, and \$9.2 million of loans added from Tri-Valley, partially offset by a decrease of \$2.6 million in the Company's legacy portfolio. The commercial loan line usage was 36% at December 31, 2018, compared to 37% at December 31, 2017.

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 CRE 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 \$221.2 million, or 29%, to \$994.1 million at December 31, 2018, compared to \$772.9 million at December 31, 2017, which included \$133.8 million of loans added from United American, \$90.7 million of loans added from Tri-Valley, partially offset by a decrease of \$3.6 million in purchased CRE loans. At December 31, 2018, approximately 40% of the CRE loan portfolio was secured by owner-occupied real estate.

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 increased \$21.5 million, or 21%, to \$122.4 million at December 31, 2018, compared to \$100.9 million at December 31, 2017, primarily due to organic growth of \$17.5 million, and \$4.0 million of loans added from United American.

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 of credit increased \$29.9 million, or 38%, to \$109.1 million at December 31, 2018, compared to \$79.2 million at December 31, 2017, which included \$29.5 million of loans added from United American, and \$12.2 million of loans added from Tri-Valley, partially offset by a decrease of \$11.7 million in the Company's legacy portfolio.

Residential mortgage loans increased \$6.4 million, 14%, to \$51.0 million at December 31, 2018, compared to \$44.6 million at December 31, 2017, primarily due to \$13.4 million of loans added from United American, partially offset by a \$7.0 million decrease in purchased residential mortgage loans.

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, real property in the instances of home equity loans or lines of credit.

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 \$61.9 million and \$103.1 million at December 31, 2018, respectively.

### ***Loan Maturities***

The following table presents the maturity distribution of the Company's loans (excluding loans held-for-sale), as of December 31, 2018. 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, 2018, approximately 52% 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 .....	\$ 477,742	99,426	20,595	\$ 597,763
Real estate:				
CRE .....	120,724	456,649	416,694	994,067
Land and construction .....	119,470	1,626	1,262	122,358
Home equity .....	102,734	3,102	3,276	109,112
Residential mortgages .....	1,539	6,588	42,852	50,979
Consumer .....	12,228	223	2	12,453
Loans .....	<u>\$ 834,437</u>	<u>\$ 567,614</u>	<u>\$ 484,681</u>	<u>\$ 1,886,732</u>
Loans with variable interest rates .....	\$ 741,586	167,752	69,961	\$ 979,299
Loans with fixed interest rates .....	92,851	399,862	414,720	907,433
Loans .....	<u>\$ 834,437</u>	<u>\$ 567,614</u>	<u>\$ 484,681</u>	<u>\$ 1,886,732</u>

### **Loan Servicing**

As of December 31, 2018, 2017, and 2016 there were \$104.0 million, \$139.1 million, and \$164.5 million, respectively, of SBA loans that were serviced by the Company for others. Activity for loan servicing rights was as follows:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(Dollars in thousands)		
Beginning of period balance .....	\$ 1,373	\$ 1,854	\$ 2,209
Additions .....	200	278	219
Amortization .....	(702)	(759)	(574)
End of period balance .....	<u>\$ 871</u>	<u>\$ 1,373</u>	<u>\$ 1,854</u>

Loan servicing rights are included in accrued interest receivable and other assets on the consolidated balance sheets and reported net of amortization. There was no valuation allowance as of December 31, 2018 and 2017, as the fair market value of the assets was greater than the carrying value.

Activity for the I/O strip receivable was as follows:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(Dollars in thousands)		
Beginning of period balance .....	\$ 968	\$ 1,067	\$ 1,367
Unrealized holding loss .....	(400)	(99)	(300)
End of period balance .....	<u>\$ 568</u>	<u>\$ 968</u>	<u>\$ 1,067</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, 2018, 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:

Carrying amount/fair value of Interest-Only (I/O) strip .....	\$ 568
Prepayment speed assumption (annual rate) .....	10.9
Impact on fair value of 10% adverse change in prepayment speed (CPR 12.0%) .....	\$ (8)
Impact on fair value of 20% adverse change in prepayment speed (CPR 13.1%) .....	\$ (15)
Residual cash flow discount rate assumption (annual) .....	16.4%
Impact on fair value of 1% adverse change in discount rate (18.0% discount rate) ..	\$ (16)
Impact on fair value of 2% adverse change in discount rate (19.7% discount rate) ..	\$ (31)

### **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 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 \$8.9 million and \$6.9 million at December 31, 2018 and December 31, 2017, respectively, of which \$430,000 and \$1.4 million were on nonaccrual. There were also \$13.3 million and \$840,000 loans less than 30 days past due included in nonaccrual loans held-for-investment, at December 31, 2018 and December 31, 2017, 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,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Nonaccrual loans — held-for-investment . . . . .	\$ 13,699	\$ 2,250	\$ 3,059	\$ 4,716	\$ 5,855
Restructured and loans 90 days past due and still accruing . . . . .	1,188	235	—	1,662	—
Total nonperforming loans . . . . .	14,887	2,485	3,059	6,378	5,855
Foreclosed assets . . . . .	—	—	229	364	696
Total nonperforming assets . . . . .	<u>\$ 14,887</u>	<u>\$ 2,485</u>	<u>\$ 3,288</u>	<u>\$ 6,742</u>	<u>\$ 6,551</u>
Nonperforming assets as a percentage of loans plus foreclosed assets . . . . .	0.79 %	0.16 %	0.22 %	0.50 %	0.60 %
Nonperforming assets as a percentage of total assets . . . . .	0.48 %	0.09 %	0.13 %	0.29 %	0.41 %

Nonperforming assets were \$14.9 million, or 0.48% of total assets, at December 31, 2018 compared to \$2.5 million, or 0.09% of total assets, at December 31, 2017. The increase in nonperforming assets at December 31, 2018, compared to December 31, 2017, was primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. At December 31, 2018, the recorded investment of this lending relationship was \$12.0 million, and the Company had a \$6.7 million specific loan loss reserve allocated for this lending relationship. There were no foreclosed assets at December 31, 2018 and December 31, 2017.

The following table presents nonperforming loans by class at year end:

	December 31, 2018			December 31, 2017		
	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 .....	\$ 8,279	\$ 963	\$ 9,242	\$ 1,251	\$ 235	\$ 1,486
Real estate:						
CRE .....	5,094	—	5,094	500	—	500
Land and construction .....	—	—	—	119	—	119
Home equity .....	326	225	551	379	—	379
Consumer .....	—	—	—	1	—	1
Total .....	<u>\$ 13,699</u>	<u>\$ 1,188</u>	<u>\$ 14,887</u>	<u>\$ 2,250</u>	<u>\$ 235</u>	<u>\$ 2,485</u>

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 \$23.4 million at December 31, 2018, and \$25.1 million at December 31, 2017. There were no loans held-for-sale included in classified loans at December 31, 2018 and December 31, 2017. 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, 2018			December 31, 2017		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total
	(Dollars in thousands)					
Commercial .....	\$ 584,845	\$ 12,918	\$ 597,763	\$ 554,913	\$ 18,383	\$ 573,296
Real estate:						
CRE .....	985,193	8,874	994,067	766,988	5,879	772,867
Land and construction .....	122,358	—	122,358	100,763	119	100,882
Home equity .....	107,495	1,617	109,112	78,486	690	79,176
Residential mortgages .....	50,979	—	50,979	44,561	—	44,561
Consumer .....	12,453	—	12,453	12,394	1	12,395
Total .....	<u>\$ 1,863,323</u>	<u>\$ 23,409</u>	<u>\$ 1,886,732</u>	<u>\$ 1,558,105</u>	<u>\$ 25,072</u>	<u>\$ 1,583,177</u>

Classified loans were \$23.4 million, or 0.76% of total assets, at December 31, 2018, compared to \$25.1 million, or 0.88% of total assets, at December 31, 2017. 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 accordance with the Company’s underwriting policy.

The following provides a rollforward of troubled debt restructurings (“TDRs”):

	Year Ended December 31, 2018		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2018 .....	\$ 309	\$ 16	\$ 325
Additions .....	316	20	336
Principal repayments .....	(12)	—	(12)
Balance at December 31, 2018 .....	<u>\$ 613</u>	<u>\$ 36</u>	<u>\$ 649</u>



	Year Ended December 31, 2017		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2017.....	\$ 131	\$ 2	\$ 133
Additions.....	198	15	213
Principal repayments.....	(20)	(1)	(21)
Balance at December 31, 2017.....	<u>\$ 309</u>	<u>\$ 16</u>	<u>\$ 325</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:

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)				
Beginning of year balance .....	\$ 19,658	\$ 19,089	\$ 18,926	\$ 18,379	\$ 19,164
Charge-offs:					
Commercial .....	(2,002)	(2,239)	(1,966)	(527)	(815)
Real estate:					
CRE .....	—	—	—	(2)	—
Home equity .....	—	—	—	—	(87)
Consumer .....	(24)	—	(41)	(9)	(25)
Total charge-offs .....	<u>(2,026)</u>	<u>(2,239)</u>	<u>(2,007)</u>	<u>(538)</u>	<u>(927)</u>
Recoveries:					
Commercial .....	2,645	1,585	365	877	418
Real estate:					
CRE .....	150	859	—	9	35
Land and construction .....	—	244	568	127	26
Home equity .....	—	21	—	10	1
Consumer .....	—	—	—	30	—
Total recoveries .....	<u>2,795</u>	<u>2,709</u>	<u>933</u>	<u>1,053</u>	<u>480</u>
Net (charge-offs) recoveries .....	769	470	(1,074)	515	(447)
Provision (credit) for loan losses .....	7,421	99	1,237	32	(338)
End of year balance .....	<u>\$ 27,848</u>	<u>\$ 19,658</u>	<u>\$ 19,089</u>	<u>\$ 18,926</u>	<u>\$ 18,379</u>
RATIOS:					
Net charge-offs (recoveries) to average loans <sup>(1)</sup> .....	(0.04)%	(0.03)%	0.08 %	(0.04)%	0.05 %
Allowance for loan losses to total loans <sup>(1)</sup> .....	1.48 %	1.24 %	1.27 %	1.39 %	1.69 %
Allowance for loan losses to nonperforming loans ..	187.06 %	791.07 %	624.03 %	296.74 %	313.90 %

(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,									
	2018		2017		2016		2015		2014	
	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
Commercial	\$ 17,061	32 %	\$ 10,608	36 %	\$ 10,656	40 %	\$ 10,748	41 %	\$ 11,187	43 %
Real estate:										
CRE	6,737	52 %	5,909	49 %	5,181	44 %	4,980	46 %	4,707	44 %
Land and construction	2,008	6 %	1,441	6 %	1,221	5 %	1,504	6 %	1,048	6 %
Home equity	1,609	6 %	1,390	5 %	1,639	6 %	1,592	6 %	1,315	6 %
Residential mortgages	317	3 %	210	3 %	286	4 %	—	0 %	—	0 %
Consumer	116	1 %	100	1 %	106	1 %	102	1 %	122	1 %
Total	<u>\$ 27,848</u>	<u>100 %</u>	<u>\$ 19,658</u>	<u>100 %</u>	<u>\$ 19,089</u>	<u>100 %</u>	<u>\$ 18,926</u>	<u>100 %</u>	<u>\$ 18,379</u>	<u>100 %</u>

The allowance for loan losses totaled \$27.8 million, or 1.48% of total loans at December 31, 2018, compared to \$19.7 million, or 1.24% of total loans at December 31, 2017. The allowance for loan losses to total nonperforming loans decreased to 187.06% at December 31, 2018, compared to 791.07% at December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. The Company had net recoveries of \$769,000, or (0.04)% of average loans, for the year ended December 31, 2018, compared to net recoveries of \$470,000, or (0.03)% of average loans, for the year ended December 31, 2017.

The allowance for loan losses related to the commercial portfolio increased \$6.5 million at December 31, 2018 from December 31, 2017, primarily due a single large lending relationship placed on nonaccrual during the second quarter of 2018, resulting in a provision to the allowance for loan losses of \$5.9 million, and net recoveries of \$643,000. The allowance for loan losses related to the real estate portfolio increased \$1.7 million at December 31, 2018 from December 31, 2017, primarily due to increasing market risk associated with risk factors for real estate loans, resulting in a \$1.6 million provision for loan losses and net recoveries of \$150,000.

### ***Goodwill and Other Intangible Assets***

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 was \$83.8 million at December 31, 2018, which consisted of, \$13.0 million related to the Bay View Funding acquisition, \$32.6 million related to the Focus acquisition, \$13.8 million related to the Tri-Valley acquisition, and \$24.3 million related to the United American acquisition. Total goodwill was \$45.6 million at December 31, 2017, which consisted of \$13.0 million related to the Bay View Funding acquisition, and \$32.6 million related to the Focus acquisition.

On April 6, 2018, the Company completed its acquisition of Tri-Valley for a transaction value of \$32.3 million. At closing, the Company issued 1,889,613 shares of the Company's common stock with an aggregate market value of \$30.7 million on the date of closing. The number of shares issued was based on a fixed exchange ratio of 0.0489 of a share of the Company's common stock for each outstanding share of Tri-Valley common stock. In addition, at closing the Company paid cash to the holder of a stock warrant and holders of outstanding stock options and related fees and fractional shares totaling \$1.6 million. The Company recorded goodwill of \$13.8 million for the Tri-Valley acquisition.

On May 4, 2018, the Company completed its acquisition of United American for a transaction value of \$56.4 million. At closing, the Company issued 2,826,032 shares of the Company's common stock with an aggregate market value of \$47.3 million on the date of closing. The number of shares issued was based on a fixed exchange ratio of 2.1644 of a share of the Company's common stock for each outstanding share of United American common stock and each common stock equivalent underlying the United American Series D Preferred Stock and Series E Preferred Stock. The shareholders of the United American Series A Preferred Stock and the Series B Preferred Stock received \$1,000 cash for each share totaling \$8.7 million and \$435,000, respectively. In addition, the Company paid \$2,000 in cash for fractional shares, for total cash consideration of \$9.1 million. The Company recorded goodwill of \$24.3 million for the United American acquisition.

The Company completed its annual goodwill impairment analysis as of November 30, 2018 with the assistance of an independent valuation firm. No events or circumstances since the November 30, 2018 annual impairment test were noted that would indicate it was more likely than not a goodwill impairment exists.

Other intangible assets were \$12.0 million at December 31, 2018, compared to \$5.6 million at December 31, 2017. The customer relationship and brokered relationship and intangible assets arising from the acquisition of Bay View Funding were \$1.1 million at December 31, 2018 and \$1.3 million at December 31, 2017, net of accumulated amortization. The core deposit intangible assets arising from the acquisition of Focus was \$3.5 million at December 31, 2018 and \$4.3 million at December 31, 2017, net of accumulated amortization. The core deposit intangible and below market lease intangible assets arising from the Tri-Valley acquisition were \$1.8 million at December 31, 2018, net of accumulated amortization. The core deposit intangible and below market lease intangible assets arising from the United American acquisition were \$5.6 million at December 31, 2018, 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:

	<u>December 31, 2018</u>		<u>December 31, 2017</u>		<u>December 31, 2016</u>	
	<u>Balance</u>	<u>% to Total</u>	<u>Balance</u>	<u>% to Total</u>	<u>Balance</u>	<u>% to Total</u>
	(Dollars in thousands)					
Demand, noninterest-bearing . . . . .	\$ 1,021,582	39 %	\$ 989,753	40 %	\$ 917,187	41 %
Demand, interest-bearing . . . . .	702,000	27 %	601,929	24 %	541,282	24 %
Savings and money market . . . . .	754,277	28 %	684,131	27 %	572,743	25 %
Time deposits — under \$250 . . . . .	58,661	2 %	51,710	2 %	57,857	3 %
Time deposits — \$250 and over . . . . .	86,114	3 %	138,634	6 %	163,670	7 %
CDARS — interest-bearing demand, money market and time deposits . . . . .	14,898	1 %	16,832	1 %	9,401	0 %
Total deposits . . . . .	<u>\$ 2,637,532</u>	<u>100 %</u>	<u>\$ 2,482,989</u>	<u>100 %</u>	<u>\$ 2,262,140</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 less than 1% of deposits at December 31, 2018 and 3% at December 31, 2017.

Total deposits increased \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6 million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit relationships totaling approximately \$95.0 million.

Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, compared to \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.

Time deposits of \$250,000 and over decreased \$52.5 million, or (38%), to \$86.1 million at December 31, 2018, compared to \$138.6 million at December 31, 2017, which included the maturity of \$65.1 million State of California certificates of deposits, partially offset by \$9.6 million of deposits added from United American, and \$2.8 million of deposits added from Tri-Valley.

At December 31, 2018, the Company had no certificates of deposits from the State of California. At December 31, 2017, the Company had \$72.5 million, at fair value, of securities pledged for \$65.1 million in certificates of deposits from the State of California.

At December 31, 2018, the \$14.9 million CDARS deposits were comprised of \$8.7 million of interest-bearing demand deposits, \$3.4 million of money market accounts and \$2.8 million of time deposits. At December 31, 2017, the \$16.8 million CDARS deposits were comprised of \$10.9 million of interest-bearing demand deposits, \$1.7 million of money market accounts and \$4.2 million of time deposits.

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, 2018:

	<u>Balance</u>	<u>% of Total</u>
	<u>(Dollars in thousands)</u>	
Three months or less . . . . .	\$ 19,288	22 %
Over three months through six months . . . . .	32,674	37 %
Over six months through twelve months . . . . .	30,507	34 %
Over twelve months . . . . .	6,430	7 %
Total . . . . .	<u>\$ 88,899</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>2018</u>	<u>2017</u>	<u>2016</u>
Return on average assets . . . . .	1.16 %	0.86 %	1.13 %
Return on average tangible assets . . . . .	1.19 %	0.88 %	1.15 %
Return on average equity . . . . .	10.79 %	8.86 %	10.71 %
Return on average tangible equity . . . . .	14.41 %	10.98 %	13.55 %
Average equity to average assets ratio . . . . .	10.72 %	9.76 %	10.54 %

***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 \$740.4 million at December 31, 2018, as compared to \$687.4 million at December 31, 2017. Unused commitments represented 39% and 43% of outstanding gross loans at December 31, 2018 and 2017, 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:

	December 31,			
	2018		2017	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
	(Dollars in thousands)			
Unused lines of credit and commitments				
to make loans . . . . .	\$ 130,871	\$ 593,839	\$ 102,505	\$ 570,190
Standby letters of credit . . . . .	2,770	12,899	3,972	10,715
	<u>\$ 133,641</u>	<u>\$ 606,738</u>	<u>\$ 106,477</u>	<u>\$ 580,905</u>

### **Contractual Obligations**

The contractual obligations of the Company, summarized by type of obligation and contractual maturity, at December 31, 2018, are as follows:

	Less Than One Year	One to Three Years	Three to Five Years	After Five Years	Total
	(Dollars in thousands)				
Deposits <sup>(1)</sup> . . . . .	\$ 2,625,717	\$ 10,564	\$ 1,251	\$ —	\$ 2,637,532
Subordinated debt . . . . .	—	—	—	40,000	40,000
Operating leases . . . . .	4,032	4,027	1,741	691	10,491
Other long-term liabilities <sup>(2)</sup> . . . . .	1,283	3,368	3,837	43,590	52,078
Total contractual obligations . . . . .	<u>\$ 2,631,032</u>	<u>\$ 17,959</u>	<u>\$ 6,829</u>	<u>\$ 84,281</u>	<u>\$ 2,740,101</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 71.52% at December 31, 2018, compared to 63.74% at December 31, 2017.

### ***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, 2018 and December 31, 2017. The Company had \$228.2 million of loans pledged to the FHLB as collateral on an available line of credit of \$178.6 million at December 31, 2018.

The Company can also borrow from FRB's discount window. The Company had \$739.8 million of loans pledged to the Federal Reserve as collateral on an available line of credit of \$418.4 million at December 31, 2018, none of which was outstanding.

At December 31, 2018 and 2017, the Company had Federal funds purchase arrangements available of \$55.0 million. There were no Federal funds purchased outstanding at December 31, 2018 or 2017.

The Company has a \$5.0 million line of credit with a correspondent bank, of which none was outstanding at December 31, 2018 or 2017.

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, 2018 or 2017.

The following table summarizes the Company's borrowings under its Federal funds purchased, security repurchase arrangements and lines of credit for the periods indicated:

	December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Average balance during the year . . . . .	\$ —	\$ —	\$ 418
Average interest rate during the year . . . . .	—	—	2.57
Maximum month-end balance during the year . .	\$ —	\$ —	\$ 3,000
Average rate at period-end . . . . .	N/A	N/A	N/A

### ***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.

On May 26, 2017, the Company completed an underwritten public offering of \$40.0 million aggregate principal amount of its fixed-to-floating rate subordinated notes ("Subordinated Debt") due June 1, 2027. The Subordinated Debt initially bears a fixed interest rate of 5.25% per year. Commencing on June 1, 2022, the interest rate on the Subordinated Debt resets quarterly to the three-month LIBOR rate plus a spread of 336.5 basis points. Interest on the Subordinated Debt is payable semi-annually on June 1<sup>st</sup> and December 1<sup>st</sup> of each year through June 1, 2022 and quarterly thereafter on March 1<sup>st</sup>, June 1<sup>st</sup>, September 1<sup>st</sup> and December 1<sup>st</sup> of each year through the maturity date or early redemption date. The Company, at its option, may redeem the Subordinated Debt, in whole or in part, on any interest payment date on or after June 1, 2022 without a premium. The Subordinated Debt, net of unamortized costs totaled \$39.4 million at December 31, 2018 and \$39.2 million at December 31, 2017, and qualifies as Tier 2 capital for the Company under the guidelines established by the Federal Reserve Bank. The Company down streamed \$20.0 million of the proceeds to HBC during the second quarter of 2017.

The following table summarizes risk based capital, risk weighted assets, and risk based capital ratios of the consolidated Company under the Basel III requirements for the periods indicated:

	December 31,		
	2018	2017	2016
(Dollars in thousands)			
<b>Capital components:</b>			
Common equity Tier 1 capital . . . . .	\$ 276,675	\$ 229,258	\$ 214,924
Additional Tier 1 capital . . . . .	—	—	—
Tier 1 Capital . . . . .	<u>276,675</u>	<u>229,258</u>	<u>214,924</u>
Tier 2 Capital . . . . .	<u>67,922</u>	<u>59,496</u>	<u>19,705</u>
Total risk-based capital . . . . .	<u>\$ 344,597</u>	<u>\$ 288,754</u>	<u>\$ 234,629</u>
Risk-weighted assets . . . . .	\$ 2,303,941	\$ 2,003,652	\$ 1,876,732
Average assets for capital purposes . . . . .	\$ 3,118,150	\$ 2,873,978	\$ 2,515,623
<b>Capital ratios:</b>			
Total risk-based capital . . . . .	15.0 %	14.4 %	12.5 %
Tier 1 risk-based capital . . . . .	12.0 %	11.4 %	11.5 %
Common equity Tier 1 risk-based capital . . . . .	12.0 %	11.4 %	11.5 %
Leverage <sup>(1)</sup> . . . . .	8.9 %	8.0 %	8.5 %

(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 for the periods indicated:

	December 31,		
	2018	2017	2016
(Dollars in thousands)			
<b>Capital components:</b>			
Common equity Tier 1 capital . . . . .	\$ 293,730	\$ 244,790	\$ 211,364
Additional Tier 1 capital . . . . .	—	—	—
Tier 1 Capital . . . . .	<u>293,730</u>	<u>244,790</u>	<u>211,364</u>
Tier 2 Capital . . . . .	<u>28,553</u>	<u>20,312</u>	<u>19,705</u>
Total risk-based capital . . . . .	<u>\$ 322,283</u>	<u>\$ 265,102</u>	<u>\$ 231,069</u>
Risk-weighted assets . . . . .	\$ 2,302,751	\$ 2,002,736	\$ 1,876,024
Average assets for capital purposes . . . . .	\$ 3,116,645	\$ 2,873,102	\$ 2,514,922
<b>Capital ratios:</b>			
Total risk-based capital . . . . .	14.0 %	13.2 %	12.3 %
Tier 1 risk-based capital . . . . .	12.8 %	12.2 %	11.3 %
Common equity Tier 1 risk-based capital . . . . .	12.8 %	12.2 %	11.3 %
Leverage <sup>(1)</sup> . . . . .	9.4 %	8.5 %	8.4 %

(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:

	<b>Transitional Minimum Regulatory Requirement<sup>(1)</sup> Effective January 1, 2018</b>	<b>Fully Phased-in Minimum Regulatory Requirement<sup>(2)</sup> Effective January 1, 2019</b>	<b>Well-capitalized Financial Institution Regulatory Guidelines</b>
<b>Capital ratios:</b>			
Total risk-based capital . . . . .	9.875 %	10.5 %	10.0 %
Tier 1 risk-based capital . . . . .	7.875 %	8.5 %	8.0 %
Common equity Tier 1 risk-based capital . . . . .	6.375 %	7.0 %	6.5 %
Leverage . . . . .	4.000 %	4.0 %	5.0 %

(1) Includes 1.875% 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 was phased in over a four-year period (increasing by that amount on each subsequent January 1, and became fully phased in on January 1, 2019). The conservation ratio increased to 1.875% for the year ended December 31, 2018.

At December 31, 2018, 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, 2018, December 31, 2017, and December 31, 2016, the Company and HBC met all capital adequacy guidelines to which they were subject. There are no conditions or events since December 31, 2018, that management believes have changed the categorization of the Company or HBC as well-capitalized.

At December 31, 2018, the Company had total shareholders’ equity of \$367.5 million, compared to \$271.2 million at December 31, 2017. At December 31, 2018, total shareholders’ equity included \$300.9 million in common stock, \$79.0 million in retained earnings, and (\$12.4) million of accumulated other comprehensive loss. The book value per common share was \$8.49 at December 31, 2018, compared to \$7.10 at December 31, 2017. The tangible book value per common share was \$6.28 at December 31, 2018, compared to \$5.76 at December 31, 2017. The increase in total shareholders’ equity was primarily from the issuance of common stock in the Tri-Valley and United American acquisitions in which an aggregate of 4,712,645 shares of stocks were issued at an aggregate market value at the time of issuance of \$78.0 million.

The following table reflects the components of accumulated other comprehensive loss, net of taxes, for the periods indicated:

	December 31,	
	2018	2017
	(Dollars in thousands)	
Unrealized loss on securities available-for-sale . . . . .	\$ (5,412)	\$ (857)
Remaining unamortized unrealized gain on securities available-for-sale transferred to held-to-maturity . . . . .	343	305
Split dollar insurance contracts liability . . . . .	(3,722)	(3,691)
Supplemental executive retirement plan liability . . . . .	(3,995)	(4,552)
Reclassification due to the effects of the Tax Act . . . . .	—	(1,019)
Unrealized gain on interest-only strip from SBA loans . . . . .	405	562
Total accumulated other comprehensive loss . . . . .	<u>\$ (12,381)</u>	<u>\$ (9,252)</u>

**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, 2018. 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.

	Increase/(Decrease) in Estimated Net Interest Income	
	Amount	Percent
	(Dollars in thousands)	
<b>Change in Interest Rates (basis points)</b>		
+400 .....	\$ 21,386	16.6 %
+300 .....	\$ 16,178	12.5 %
+200 .....	\$ 10,934	8.5 %
+100 .....	\$ 5,694	4.4 %
0 .....	\$ —	— %
-100 .....	\$ (9,315)	(7.2)%
-200 .....	\$ (20,548)	(15.9)%

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, 2018, 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 98 through 151.

## **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, 2018. 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, 2018, 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, 2018.

The independent registered public accounting firm of Crowe LLP, as auditors of our consolidated financial statements, has issued an audit report on the effectiveness of the Company'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, 2018 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 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. 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 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. 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 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. 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 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. 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 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. Such information is incorporated herein by reference.

**PART IV**

**ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(1) FINANCIAL STATEMENTS**

The Financial Statements of the Company and the Report of Independent Registered Public Accounting Firm are set forth on pages 98 through 151.

**(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.

**(3) EXHIBITS**

The exhibits listed below in the accompanying “Index to Exhibits” are filed or incorporated by reference as part of this Annual Report on Form 10-K.

**ITEM 16 FORM 10-K SUMMARY**

Not applicable.

## INDEX TO EXHIBITS

Exhibit Number	Description
2.1	Agreement and Plan of Merger and Reorganization, 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)
2.2	Agreement and Plan of Merger and Reorganization, dated December 20, 2017, by and among Heritage Commerce Corp, Heritage Bank of Commerce and Tri-Valley Bank (incorporated by reference from the Registrant's Current Report on Form 8-K filed on December 20, 2017)
2.3	Agreement and Plan of Merger and Reorganization, dated January 10, 2018, by and among Heritage Commerce Corp, Heritage Bank of Commerce, AT Bancorp and United American Bank (incorporated by reference from the Registrant's Current Report on Form 8-K filed on January 10, 2018)
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 16, 2009)
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	Non-qualified Deferred Compensation Plan (incorporated herein by reference from the Registrant's Annual Report on Form 10-K filed March 31, 2005)
*10.6	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)
*10.7	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)
*10.8	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)
*10.9	Employment Agreement with Margo Butsch, dated June 26, 2017 (incorporated by reference from the Registrant's Current Report on Form 8-K filed June 26, 2017)
*10.10	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)
*10.11	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)
*10.12	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)
*10.13	2013 Equity Incentive Plan (incorporated by reference from the Registrant's Registration Statement in Form S-8 filed July 15, 2013)
*10.14	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)
*10.15	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)
*10.16	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)
*10.17	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)
*10.18	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)

Exhibit Number	Description
*10.19	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)
*10.20	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)
*10.21	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)
*10.22	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)
10.23	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)
10.24	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 (incorporated herein from the Registrant's 2016 Annual Report on Form 10-K, as filed March 3, 2017)
23.1	Consent of Crowe 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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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report on Form 10-K to be signed on its behalf by the undersigned thereunto duly authorized.

HERITAGE COMMERCE CORP

BY:                     /s/ WALTER T. KACZMAREK                      
Walter T. Kaczmarek  
Chief Executive Officer

DATE: March 14, 2019

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JULIANNE BIAGINI</u> Julianne Biagini	Director	March 14, 2019
<u>/s/ FRANK G. BISCEGLIA</u> Frank G. Bisceglia	Director	March 14, 2019
<u>/s/ JACK W. CONNER</u> Jack W. Conner	Director and Chairman of the Board	March 14, 2019
<u>/s/ JASON DINAPOLI</u> Jason DiNapoli	Director	March 14, 2019
<u>/s/ STEVEN L. HALLGRIMSON</u> Steven L. Hallgrimson	Director	March 14, 2019
<u>/s/ WALTER T. KACZMAREK</u> Walter T. Kaczmarek	Director and Chief Executive Officer and President (Principal Executive Officer)	March 14, 2019
<u>/s/ LAWRENCE D. MCGOVERN</u> Lawrence D. McGovern	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2019
<u>/s/ ROBERT T. MOLES</u> Robert T. Moles	Director	March 14, 2019
<u>/s/ LAURA RODEN</u> Laura Roden	Director	March 14, 2019
<u>/s/ RANSON W. WEBSTER</u> Ranson W. Webster	Director	March 14, 2019
<u>/s/ KEITH A. WILTON</u> Keith A. Wilton	Director and Executive Vice President and Chief Operating Officer	March 14, 2019



**HERITAGE COMMERCE CORP**  
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**DECEMBER 31, 2018**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Directors  
Heritage Commerce Corp  
San Jose, California

### Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Heritage Commerce Corp (the "Company") as of December 31, 2018 and 2017, 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, 2018, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

### Basis for Opinions

The Company's management is responsible for these 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 the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. 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.

### Definition and Limitations of Internal Control over Financial Reporting

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.

/s/ CROWE LLP

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Crowe LLP

We have served as the Company's auditor since 2005.

Sacramento, California

March 14, 2019

**HERITAGE COMMERCE CORP**  
**CONSOLIDATED BALANCE SHEETS**

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
<u>(Dollars in thousands)</u>		
<b>Assets</b>		
Cash and due from banks .....	\$ 30,273	\$ 31,681
Other investments and interest-bearing deposits in other financial institutions .....	134,295	284,541
Total cash and cash equivalents .....	164,568	316,222
Securities available-for-sale, at fair value .....	459,043	391,852
Securities held-to-maturity, at amortized cost (fair value of \$366,175 at December 31, 2018 and \$394,292 at December 31, 2017) .....	377,198	398,341
Loans held-for-sale - SBA, at lower of cost or fair value, including deferred costs .....	2,649	3,419
Loans, net of deferred fees .....	1,886,405	1,582,667
Allowance for loan losses .....	(27,848)	(19,658)
Loans, net .....	1,858,557	1,563,009
Federal Home Loan Bank and Federal Reserve Bank stock and other investments, at cost .....	25,216	17,911
Company-owned life insurance .....	61,859	60,814
Premises and equipment, net .....	7,137	7,353
Goodwill .....	83,753	45,664
Other intangible assets .....	12,007	5,589
Accrued interest receivable and other assets .....	44,575	33,278
Total assets .....	<u>\$ 3,096,562</u>	<u>\$ 2,843,452</u>
<b>Liabilities and Shareholders' Equity</b>		
Liabilities:		
Deposits:		
Demand, noninterest-bearing .....	\$ 1,021,582	\$ 989,753
Demand, interest-bearing .....	702,000	601,929
Savings and money market .....	754,277	684,131
Time deposits - under \$250 .....	58,661	51,710
Time deposits - \$250 and over .....	86,114	138,634
CDARS - interest-bearing demand, money market and time deposits .....	14,898	16,832
Total deposits .....	2,637,532	2,482,989
Subordinated debt, net of issuance costs .....	39,369	39,183
Accrued interest payable and other liabilities .....	52,195	50,041
Total liabilities .....	2,729,096	2,572,213
Shareholders' equity:		
Preferred stock, no par value; 10,000,000 shares authorized; none issued and outstanding at December 31, 2018 and December 31, 2017 .....	—	—
Common stock, no par value; 60,000,000 shares authorized; 43,288,750 shares issued and outstanding at December 31, 2018 and 38,200,883 shares issued and outstanding at December 31, 2017 .....	300,844	218,355
Retained earnings .....	79,003	62,136
Accumulated other comprehensive loss .....	(12,381)	(9,252)
Total shareholders' equity .....	367,466	271,239
Total liabilities and shareholders' equity .....	<u>\$ 3,096,562</u>	<u>\$ 2,843,452</u>

See notes to consolidated financial statements

**HERITAGE COMMERCE CORP**  
**CONSOLIDATED STATEMENTS OF INCOME**

	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
	<u>(Dollars in thousands, except per share data)</u>		
Interest income:			
Loans, including fees . . . . .	\$ 105,635	\$ 86,346	\$ 79,284
Securities, taxable . . . . .	15,211	13,724	10,432
Securities, exempt from Federal tax . . . . .	2,225	2,256	2,290
Other investments, interest-bearing deposits in other financial institutions and Federal funds sold . . . . .	6,774	4,585	2,425
Total interest income . . . . .	<u>129,845</u>	<u>106,911</u>	<u>94,431</u>
Interest expense:			
Deposits . . . . .	5,506	3,991	3,199
Subordinated debt . . . . .	2,314	1,394	—
Short-term borrowings . . . . .	2	2	12
Total interest expense . . . . .	<u>7,822</u>	<u>5,387</u>	<u>3,211</u>
Net interest income before provision for loan losses . . . . .	122,023	101,524	91,220
Provision for loan losses . . . . .	7,421	99	1,237
Net interest income after provision for loan losses . . . . .	<u>114,602</u>	<u>101,425</u>	<u>89,983</u>
Noninterest income:			
Service charges and fees on deposit accounts . . . . .	4,113	3,231	3,116
Increase in cash surrender value of life insurance . . . . .	1,045	1,666	1,747
Servicing income . . . . .	709	973	1,398
Gain on sales of SBA loans . . . . .	698	1,108	796
Gain (loss) on sales of securities . . . . .	266	(6)	1,099
Gain on proceeds from company-owned life insurance . . . . .	—	—	1,119
Other . . . . .	2,743	2,640	2,350
Total noninterest income . . . . .	<u>9,574</u>	<u>9,612</u>	<u>11,625</u>
Noninterest expense:			
Salaries and employee benefits . . . . .	43,762	35,719	33,386
Occupancy and equipment . . . . .	5,411	4,578	4,378
Professional fees . . . . .	1,969	2,982	3,471
Other . . . . .	24,379	17,459	16,404
Total noninterest expense . . . . .	<u>75,521</u>	<u>60,738</u>	<u>57,639</u>
Income before income taxes . . . . .	48,655	50,299	43,969
Income tax expense . . . . .	13,324	26,471	16,588
Net income . . . . .	<u>35,331</u>	<u>23,828</u>	<u>27,381</u>
Dividends on preferred stock . . . . .	—	—	(1,512)
Net income available to common shareholders . . . . .	35,331	23,828	25,869
Undistributed earnings allocated to Series C preferred stock . . . . .	—	—	(1,278)
Distributed and undistributed earnings allocated to common shareholders . . . . .	<u>\$ 35,331</u>	<u>\$ 23,828</u>	<u>\$ 24,591</u>
Earnings per common share:			
Basic . . . . .	\$ 0.85	\$ 0.63	\$ 0.72
Diluted . . . . .	\$ 0.84	\$ 0.62	\$ 0.72

See notes to consolidated financial statements

**HERITAGE COMMERCE CORP**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Net income .....	\$ 35,331	\$ 23,828	\$ 27,381
Other comprehensive income:			
Change in net unrealized holding (losses) gains on available-for-sale securities and I/O strips .....	(6,383)	417	(1,711)
Deferred income taxes .....	1,925	(175)	719
Change in net unamortized unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity .....	(44)	(51)	(116)
Deferred income taxes .....	13	22	49
Reclassification adjustment for losses (gains) realized in income .....	(266)	6	(1,099)
Deferred income taxes .....	79	(3)	461
Change in unrealized (losses) gains on securities and I/O strips, net of deferred income taxes .....	(4,676)	216	(1,697)
Change in net pension and other benefit plan liability adjustment .....	2,196	(923)	6
Deferred income taxes .....	(649)	388	(3)
Change in pension and other benefit plan liability, net of deferred income taxes .....	1,547	(535)	3
Other comprehensive loss .....	(3,129)	(319)	(1,694)
Total comprehensive income .....	\$ 32,202	\$ 23,509	\$ 25,687

See notes to consolidated financial statements

**HERITAGE COMMERCE CORP**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

	Year Ended December 31, 2018, 2017, and 2016						
	Preferred Stock		Common Stock		Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount	Shares	Amount			
	(Dollars in thousands)						
<b>Balance, January 1, 2016</b> . . . . .	21,004	\$ 19,519	32,113,479	\$ 193,364	\$ 38,773	\$ (6,220)	\$ 245,436
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> . . . . .	—	—	37,941,007	215,237	52,527	(7,914)	259,850
Net income . . . . .	—	—	—	—	23,828	—	23,828
Other comprehensive loss . . . . .	—	—	—	—	—	(319)	(319)
Issuance of restricted stock awards, net . . . . .	—	—	64,136	—	—	—	—
Amortization of restricted stock awards, net of forfeitures . . . . .	—	—	—	912	—	—	912
Cash dividend declared \$0.40 per share . . . . .	—	—	—	—	(15,238)	—	(15,238)
Reclassification associated with the Adoption of ASU 2018-02 . . . . .	—	—	—	—	1,019	(1,019)	—
Stock option expense, net of forfeitures . . . . .	—	—	—	838	—	—	838
Stock options exercised . . . . .	—	—	195,740	1,368	—	—	1,368
<b>Balance, December 31, 2017</b> . . . . .	—	—	38,200,883	218,355	62,136	(9,252)	271,239
Net income . . . . .	—	—	—	—	35,331	—	35,331
Other comprehensive loss . . . . .	—	—	—	—	—	(3,129)	(3,129)
Issuance of common shares to acquire Tri-Valley Bank . . . . .	—	—	1,889,613	30,725	—	—	30,725
Issuance of common shares to acquire United American Bank . . . . .	—	—	2,826,032	47,280	—	—	47,280
Issuance of restricted stock awards, net . . . . .	—	—	95,378	—	—	—	—
Amortization of restricted stock awards, net of forfeitures . . . . .	—	—	—	1,109	—	—	1,109
Cash dividend declared \$0.44 per share . . . . .	—	—	—	—	(18,464)	—	(18,464)
Stock option expense, net of forfeitures . . . . .	—	—	—	708	—	—	708
Stock options exercised . . . . .	—	—	276,844	2,667	—	—	2,667
<b>Balance, December 31, 2018</b> . . . . .	—	\$ —	43,288,750	\$ 300,844	\$ 79,003	\$ (12,381)	\$ 367,466

See notes to consolidated financial statements



**HERITAGE COMMERCE CORP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 35,331	\$ 23,828	\$ 27,381
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of discounts and premiums on securities	3,788	4,344	4,265
(Gain) loss on sale of securities available-for-sale	(266)	6	(1,099)
Gain on sale of SBA loans	(698)	(1,108)	(796)
Proceeds from sale of SBA loans originated for sale	11,765	14,733	11,371
SBA loans originated for sale	(15,214)	(13,730)	(14,434)
Provision for loan losses	7,421	99	1,237
Increase in cash surrender value of life insurance	(1,045)	(1,666)	(1,747)
Gain on proceeds from company owned life insurance	—	—	(1,119)
Depreciation and amortization	753	786	763
Amortization of other intangible assets	1,943	1,361	1,568
Stock option expense, net	708	838	937
Amortization of restricted stock awards, net	1,109	912	479
Amortization of subordinated debt issuance costs	186	110	—
Effect of changes in:			
Accrued interest receivable and other assets	1,572	10,497	(1,238)
Accrued interest payable and other liabilities	1,219	348	(1,669)
Net cash provided by operating activities	<u>48,572</u>	<u>41,358</u>	<u>25,899</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of securities available-for-sale	(162,806)	(144,898)	(75,803)
Purchase of securities held-to-maturity	(31,496)	(120,505)	(239,441)
Maturities/paydowns/calls of securities available-for-sale	57,142	57,862	67,562
Maturities/paydowns/calls of securities held-to-maturity	50,773	44,277	23,415
Proceeds from sales of securities available-for-sale	94,291	6,536	75,689
Net change in loans	38,394	(77,199)	(139,792)
Changes in Federal Home Loan Bank stock and other investments	(4,483)	(2,715)	(2,502)
Purchase of premises and equipment	(187)	(649)	(480)
Cash received in bank acquisition, net of cash paid	36,028	—	—
Proceeds from sale of foreclosed assets	—	—	49
Proceeds from company-owned life insurance	—	—	3,739
Net cash provided (used in) by investing activities	<u>77,656</u>	<u>(237,291)</u>	<u>(287,564)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net change in deposits	(262,085)	220,849	199,365
Issuance of subordinated debt, net of issuance costs	—	39,073	—
Exercise of stock options	2,667	1,368	938
Short-term borrowings	—	—	(3,000)
Payment of cash dividends	(18,464)	(15,238)	(13,627)
Net cash (used in) provided by financing activities	<u>(277,882)</u>	<u>246,052</u>	<u>183,676</u>
Net increase (decrease) in cash and cash equivalents	(151,654)	50,119	(77,989)
Cash and cash equivalents, beginning of period	316,222	266,103	344,092
Cash and cash equivalents, end of period	<u>\$ 164,568</u>	<u>\$ 316,222</u>	<u>\$ 266,103</u>
<b>Supplemental disclosures of cash flow information:</b>			
Interest paid	\$ 7,528	\$ 5,166	\$ 3,214
Income taxes paid	12,838	17,256	16,530
<b>Supplemental schedule of non-cash investing activity:</b>			
Due to broker for securities purchased	\$ —	\$ —	\$ 6,693
Transfer of loans held-for-sale to loan portfolio	4,917	2,391	5,451
Loans transferred to foreclosed assets	—	—	278
<b>Summary of assets acquired and liabilities assumed through acquisitions:</b>			
Cash and cash equivalents, net of cash paid	36,028	—	—
Securities available-for-sale	63,723	—	—
Net loans	336,446	—	—
Premises and equipment, net	350	—	—
Goodwill	38,089	—	—
Other intangible assets	8,361	—	—
Other assets, net	14,736	—	—
Deposits	(416,628)	—	—
Other borrowings	(62)	—	—
Other liabilities	(3,038)	—	—
Common stock issued to acquire Tri-Valley and United American Bank	78,005	—	—

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 of California.

CSNK Working Capital Finance Corp. a California corporation, dba Bay View Funding (“Bay View Funding”) is a wholly owned subsidiary of HBC. 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 and service and the payment of operating costs incurred to provide such good or service.

The Company acquired Tri-Valley Bank (“Tri-Valley”) on April 6, 2018. Tri-Valley was merged with HBC, with HBC as the surviving bank. Tri-Valley’s results of operations have been included in the Company’s results of operations beginning April 7, 2018.

The Company acquired United American Bank (“United American”) on May 4, 2018. United American was merged with HBC, with HBC as the surviving bank. United American’s results of operations have been included in the Company’s results of operations beginning May 5, 2018.

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. 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. There were no PCI loans at December 31, 2018 and December 31, 2017.

### ***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 since the first quarter of 2009. 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 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 less accumulated depreciation. 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 Tri-Valley on April 6, 2018 and United American on May 4, 2018, and from acquisitions in prior years. 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 a core deposit intangible assets from the Focus Business Bank (“Focus”) acquisition in August 2015, the Tri-Valley acquisition in April 2018, and the United American acquisition in May 2018, and below market value lease intangible assets from the Tri-Valley and United American acquisitions. In addition, a customer relationship and brokered relationship intangible assets arising from the Bay View Funding acquisition in November 2014 are included in other intangible assets. They are initially measured at fair value and then are amortized over their estimated useful lives. The core deposits intangible assets from the acquisitions are being amortized on an accelerated method over ten years. The below market value lease intangible assets are being amortized on the straight line method over three years for United American and eleven years for Tri-Valley. The customer relationship and brokered relationship intangible assets from the Bay View Funding acquisition are being amortized over ten years.

### ***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. There were no foreclosed assets at December 31, 2018 and 2017.

### ***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 and separate 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.

In March 2016, the FASB issued new guidance intended to simplify several areas of accounting for share-based compensation programs, including the income tax impact, classification on the statement of cash flows, and forfeitures. The Company adopted the new guidance on share-based compensation during the first quarter of 2017. All excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) are recognized as income tax expense or benefit on the income statement. The tax effects of exercised or vested awards are treated as discrete items in the reporting period in which they occur. The adoption of this guidance resulted in a reduction to tax expense of (\$424,000) and (\$146,000) for the years ended December 31, 2018 and 2017, respectively.

On December 22, 2017, the Tax Cuts and Jobs Act (the "Tax Act"), was signed into law, which among other things reduces the federal corporate tax rate to 21% from 35%, effective January 1, 2018. When tax rates change, U.S. generally accepted accounting principles requires companies to remeasure certain tax-related assets and liabilities as of the date of enactment of the new legislation with the resulting tax effects accounted for as a discrete item recorded as a component of tax expense or benefit in the reporting period.

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 and directors, 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)***

Total 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, net of tax, 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 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, San Benito, and San Mateo 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 previous acquisition of Bay View Funding, the Company has two reportable segments consisting of Banking and Factoring.

### ***Reclassifications***

Certain items in the consolidated financial statements for the years ended December 31, 2017 and 2016 were reclassified to conform to the 2018 presentation. These reclassifications did not affect previously reported net income or shareholders’ equity.

### ***Adoption of New Accounting Standards***

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers”, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The standard replaces most existing revenue recognition guidance in GAAP. The new standard was effective for the Company on January 1, 2018. Adoption of the standard did not have a material impact on the Company’s consolidated financial statements and related disclosures as the Company’s primary sources of revenues are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of the standard. The Company’s revenue recognition pattern for revenue streams within the scope of the standard, including but not limited to service charges on deposit accounts and gains/losses on the sale of other real estate owned (“OREO”), did not change significantly from current practice. The standard permits the use of either the full retrospective or modified retrospective transition method. The Company elected to use the modified retrospective transition method which requires application of the standard to uncompleted contracts at the date of adoption however, periods prior to the date of adoption were not retrospectively revised as the impact of the standard on uncompleted contracts at the date of adoption was not material. See Note 19 – *Revenue Recognition* for more information.



In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities.” The guidance affects the accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements of financial instruments. The standard was effective for the Company on January 1, 2018 and resulted in the use of an exit price rather than an entrance price to determine the fair value of financial instruments not measured at fair value on a non-recurring basis in the consolidated balance sheets. See Note 15 – *Fair Value* regarding the valuation of the loan portfolio.

In March 2017, the FASB issued ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The standard amended existing guidance to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. The amendments require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit costs are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. The amendments allow only the service cost component to be eligible for capitalization. The Company adopted the new guidance on January 1, 2018, and there was no material impact to the financial statements.

#### ***Newly Issued, but not yet Effective Accounting Standards***

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” This update revises the model to assess how a lease should be classified and provides guidance for lessees and lessors, when presenting right-of-use assets and lease liabilities on the balance sheet. Under the new guidance, lessees will be required to recognize the following for all leases, with the exception of short-term leases, at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. This update became effective for the Company on January 1, 2019.

In July 2018, the FASB issued supplementary ASU No. 2018-11, Leases (Topic 842): Targeted Improvements, which provides for an additional transition method allowing for a modified retrospective adoption approach where the guidance would only be applied to existing leases in effect at the adoption date and new leases going forward, with a cumulative effect adjustment to retained earnings as of the adoption date and additional required disclosures regarding leasing arrangements only for those periods after adoption. This update also allows lessors to not separate non-lease components from the associated lease component if certain conditions are met. The Company has elected the practical expedients permitted by ASU 2018-11.

The Company developed and is currently executing on a project plan for implementing the provisions of the new lease standard. At the adoption date, the Company expects to report increased assets and liabilities of approximately \$9.6 million on its consolidated statement of financial condition as a result of recognizing right-of-use assets and lease liabilities related to non-cancelable operating lease agreements for office space, which currently are not recorded on its consolidated statement of financial condition. The Company does not expect the adoption of this guidance will be material to its Consolidated Statement of Income.

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. While early application is permitted for fiscal years beginning after December 15, 2018, the Company plans to adopt this standard on January 1, 2020. The Company has established a company-wide, cross-functional governance structure, which oversees overall strategy for implementation of CECL. We are currently evaluating various loss methodologies to determine their correlation to our various loan categories historical performance. In the first quarter of 2018, we contracted with a third party vendor to provide a model and assist with assessing processes, portfolio segmentation, and model development. The Company also continues to believe that the adoption of the standard will result in an overall increase in the allowance for loan losses to cover credit losses over the estimated life of the financial assets. However, the magnitude of the increase in its allowance for loan losses at the adoption date will depend upon the nature and characteristics of the portfolio at the adoption date, as well as macroeconomic conditions and forecasts at that time.

In January 2017, the FASB issued accounting standards ASU No. 2017-04, Simplifying the Test for Goodwill Impairment. The provisions of the update eliminate the existing second step of the goodwill impairment test which provides for the allocation of reporting unit fair value among existing assets and liabilities, with the net remaining amount representing the implied fair value of goodwill. In replacement of the existing goodwill impairment rule, the update will provide that impairment should be recognized as the excess of any of the reporting unit's goodwill over the fair value of the reporting unit. Under the provisions of this update, the amount of the impairment is limited to the carrying value of the reporting unit's goodwill. For public business entities that are SEC filers, the amendments of the update will become effective in fiscal years beginning after December 15, 2019. Management does not expect the requirements of this update to have a material impact on the Company's financial position, results of operations or cash flows.

In March 2017, the FASB issued ASU 2017-08, Premium Amortization on Purchased Callable Debt Securities. This update shortens the amortization period of certain callable debt securities held at a premium to the earliest call date. The amendments in this update are effective for the Company's fiscal year beginning after December 15, 2018, and interim periods within that fiscal year; however, early adoption is permitted. If early adoption of this update is elected by the Company, any adjustments will be reflected as of the beginning of the fiscal year. The amendments will be applied on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption and the Company will be required to provide change in accounting principle disclosures. The Company is currently evaluating the impact of this new accounting guidance and an estimate of the impact to the Company's financial statements is not known.

## 2) Accumulated Other Comprehensive Income (“AOCI”)

The following table reflects the changes in AOCI by component for the periods indicated:

	Year Ended December 31, 2018 and 2017			
	Unrealized Gains (Losses) on Available-for-Sale Securities and I/O Strips	Unamortized Unrealized Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity	Defined Benefit Pension Plan Items	Total
Beginning balance January 1, 2018, net of taxes . . . . .	\$ (362)	\$ 375	\$ (9,265)	\$ (9,252)
Other comprehensive (loss) before reclassification, net of taxes . . . . .	(4,458)	—	1,387	(3,071)
Amounts reclassified from other comprehensive (loss) income, net of taxes . . . . .	(187)	(31)	160	(58)
Net current period other comprehensive (loss) income, net of taxes . . . . .	(4,645)	(31)	1,547	(3,129)
Ending balance December 31, 2018, net of taxes . . . . .	<u>\$ (5,007)</u>	<u>\$ 344</u>	<u>\$ (7,718)</u>	<u>\$ (12,381)</u>
Beginning balance January 1, 2017, net of taxes . . . . .	\$ (540)	\$ 336	\$ (7,710)	\$ (7,914)
Other comprehensive (loss) before reclassification, net of taxes . . . . .	242	—	(654)	(412)
Amounts reclassified from other comprehensive income (loss), net of taxes . . . . .	3	(29)	119	93
Net current period other comprehensive income (loss), net of taxes . . . . .	245	(29)	(535)	(319)
Reclassification associated with the Adoption of ASU 2018-02 . . . . .	(67)	68	(1,020)	(1,019)
Ending balance December 31, 2017, net of taxes . . . . .	<u>\$ (362)</u>	<u>\$ 375</u>	<u>\$ (9,265)</u>	<u>\$ (9,252)</u>

Details About AOCI Components	Amounts Reclassified from AOCI <sup>(1)</sup>			Net Income is Presented
	2018	2017	2016	
	Year Ended			
	(Dollars in thousands)			
Unrealized gains on available-for-sale securities and I/O strips . . . . .	\$ 266	\$ (6)	\$ 1,099	Gain (loss) on sales of securities
	(79)	3	(461)	Income tax expense
	<u>187</u>	<u>(3)</u>	<u>638</u>	Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity . . . . .	44	51	116	Interest income on taxable securities
	(13)	(22)	(49)	Income tax expense
	<u>31</u>	<u>29</u>	<u>67</u>	Net of tax
Amortization of defined benefit pension plan items <sup>(1)</sup>				
Prior transition obligation . . . . .	65	71	51	
Actuarial losses. . . . .	(292)	(276)	(239)	Salaries and employee benefits
	(227)	(205)	(188)	Income tax benefit
	<u>67</u>	<u>86</u>	<u>79</u>	Net of tax
	<u>(160)</u>	<u>(119)</u>	<u>(109)</u>	
Total reclassification from AOCI for the year . . . . .	<u>\$ 58</u>	<u>\$ (93)</u>	<u>\$ 596</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:

December 31, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
		(Dollars in thousands)		
Securities available-for-sale:				
Agency mortgage-backed securities . . . . .	\$ 311,523	\$ 98	\$ (8,767)	\$ 302,854
U.S. Treasury . . . . .	147,823	930	—	148,753
U.S. Government sponsored entities . . . . .	7,433	4	(1)	7,436
Total . . . . .	\$ 466,779	\$ 1,032	\$ (8,768)	\$ 459,043
Securities held-to-maturity:				
Agency mortgage-backed securities . . . . .	\$ 291,241	\$ 59	\$ (9,153)	\$ 282,147
Municipals - exempt from Federal tax . . . . .	85,957	312	(2,241)	84,028
Total . . . . .	\$ 377,198	\$ 371	\$ (11,394)	\$ 366,175
December 31, 2017				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
		(Dollars in thousands)		
Securities available-for-sale:				
Agency mortgage-backed securities . . . . .	\$ 378,339	\$ 786	\$ (4,392)	\$ 374,733
Trust preferred securities . . . . .	15,000	2,119	—	17,119
Total . . . . .	\$ 393,339	\$ 2,905	\$ (4,392)	\$ 391,852
Securities held-to-maturity:				
Agency mortgage-backed securities . . . . .	\$ 309,616	\$ 6	\$ (4,394)	\$ 305,228
Municipals - exempt from Federal tax . . . . .	88,725	946	(607)	89,064
Total . . . . .	\$ 398,341	\$ 952	\$ (5,001)	\$ 394,292

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:

December 31, 2018	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities . . . . .	\$ 3,868	\$ (21)	\$ 281,082	\$ (8,746)	\$ 284,950	\$ (8,767)
U.S. Government sponsored entities . . . . .	3,974	(1)	—	—	3,974	(1)
Total . . . . .	\$ 7,842	\$ (22)	\$ 281,082	\$ (8,746)	\$ 288,924	\$ (8,768)
Securities held-to-maturity:						
Agency mortgage-backed securities . . . . .	\$ 16,088	\$ (103)	\$ 255,917	\$ (9,050)	\$ 272,005	\$ (9,153)
Municipals - exempt from Federal tax . . . . .	5,019	(27)	57,301	(2,214)	62,320	(2,241)
Total . . . . .	\$ 21,107	\$ (130)	\$ 313,218	\$ (11,264)	\$ 334,325	\$ (11,394)

December 31, 2017	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
(Dollars in thousands)						
Securities available-for-sale:						
Agency mortgage-backed securities . . . . .	\$ 185,824	\$ (1,623)	\$ 146,670	\$ (2,769)	\$ 332,494	\$ (4,392)
Total . . . . .	<u>\$ 185,824</u>	<u>\$ (1,623)</u>	<u>\$ 146,670</u>	<u>\$ (2,769)</u>	<u>\$ 332,494</u>	<u>\$ (4,392)</u>
Securities held-to-maturity:						
Agency mortgage-backed securities . . . . .	\$ 168,439	\$ (1,368)	\$ 130,759	\$ (3,026)	\$ 299,198	\$ (4,394)
Municipals - exempt from Federal tax . . . . .	18,159	(182)	19,240	(425)	37,399	(607)
Total . . . . .	<u>\$ 186,598</u>	<u>\$ (1,550)</u>	<u>\$ 149,999</u>	<u>\$ (3,451)</u>	<u>\$ 336,597</u>	<u>\$ (5,001)</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, 2018, the Company held 525 securities (202 available-for-sale and 323 held-to-maturity), of which 385 had fair values below amortized cost. At December 31, 2018, there were \$281,082,000 of agency mortgage-backed securities available-for-sale, \$255,917,000 of agency mortgage-backed securities held-to-maturity, and \$57,301,000 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 \$20,010,000 at December 31, 2018. 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, 2018.

The proceeds from sales of securities and the resulting gains and losses are listed below:

	2018	2017	2016
(Dollars in thousands)			
Proceeds . . . . .	\$ 94,291	\$ 6,536	\$ 75,689
Gross gains . . . . .	1,243	—	1,144
Gross losses . . . . .	(977)	(6)	(45)

The amortized cost and fair value of debt securities as of December 31, 2018, 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.

	Available-for-sale	
	Amortized Cost	Estimated Fair Value
(Dollars in thousands)		
Due after 3 months through one year . . . . .	\$ 1,996	\$ 1,995
Due after one through five years . . . . .	153,260	154,194
Agency mortgage-backed securities . . . . .	311,523	302,854
Total . . . . .	<u>\$ 466,779</u>	<u>\$ 459,043</u>
	Held-to-maturity	
	Amortized Cost	Estimated Fair Value
(Dollars in thousands)		
Due after 3 months through one year . . . . .	\$ 645	\$ 645
Due after one through five years . . . . .	4,199	4,246
Due after five through ten years . . . . .	25,311	25,226
Due after ten years . . . . .	55,802	53,911
Agency mortgage-backed securities . . . . .	291,241	282,147
Total . . . . .	<u>\$ 377,198</u>	<u>\$ 366,175</u>

Securities with amortized cost of \$36,229,000 and \$110,874,000 as of December 31, 2018 and 2017 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>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
	(Dollars in thousands)	
Loans held-for-investment:		
Commercial .....	\$ 597,763	\$ 573,296
Real estate:		
CRE .....	994,067	772,867
Land and construction .....	122,358	100,882
Home equity .....	109,112	79,176
Residential mortgages .....	50,979	44,561
Consumer .....	<u>12,453</u>	<u>12,395</u>
Loans .....	1,886,732	1,583,177
Deferred loan fees, net .....	<u>(327)</u>	<u>(510)</u>
Loans, net of deferred fees .....	1,886,405	1,582,667
Allowance for loan losses .....	<u>(27,848)</u>	<u>(19,658)</u>
Loans, net .....	<u>\$ 1,858,557</u>	<u>\$ 1,563,009</u>

At December 31, 2018, total net loans included in the table above include \$36,958,000, \$111,952,000 and \$181,453,000, of the loans acquired in the Focus, Tri-Valley, and United American acquisitions, respectively, that were not purchased credit impaired loans. At December 31, 2017, total net loans included in the table above include \$58,551,000, of the loans acquired in the Focus transaction that were not purchased credit impaired loans.

Changes in the allowance for loan losses were as follows:

	<u>Year Ended December 31, 2018</u>			
	<u>Commercial</u>	<u>Real Estate</u>	<u>Consumer</u>	<u>Total</u>
	(Dollars in thousands)			
Beginning of period balance .....	\$ 10,608	\$ 8,950	\$ 100	\$ 19,658
Charge-offs .....	(2,002)	—	(24)	(2,026)
Recoveries .....	<u>2,645</u>	<u>150</u>	<u>—</u>	<u>2,795</u>
Net (charge-offs) recoveries .....	643	150	(24)	769
Provision for loan losses .....	5,810	1,571	40	7,421
End of period balance .....	<u>\$ 17,061</u>	<u>\$ 10,671</u>	<u>\$ 116</u>	<u>\$ 27,848</u>
	<u>Year Ended December 31, 2017</u>			
	<u>Commercial</u>	<u>Real Estate</u>	<u>Consumer</u>	<u>Total</u>
	(Dollars in thousands)			
Beginning of period balance .....	\$ 10,656	\$ 8,327	\$ 106	\$ 19,089
Charge-offs .....	(2,239)	—	—	(2,239)
Recoveries .....	<u>1,585</u>	<u>1,124</u>	<u>—</u>	<u>2,709</u>
Net (charge-offs) recoveries .....	(654)	1,124	—	470
Provision (credit) for loan losses .....	606	(501)	(6)	99
End of period balance .....	<u>\$ 10,608</u>	<u>\$ 8,950</u>	<u>\$ 100</u>	<u>\$ 19,658</u>

	Year Ended December 31, 2016			
	Commercial	Real Estate	Consumer	Total
Beginning of period 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	\$ 10,656	\$ 8,327	\$ 106	\$ 19,089

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, 2018			
	Commercial	Real Estate	Consumer	Total
(Dollars in thousands)				
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	\$ 6,944	\$ —	\$ —	\$ 6,944
Collectively evaluated for impairment	10,117	10,671	116	20,904
Total allowance balance	\$ 17,061	\$ 10,671	\$ 116	\$ 27,848
Loans:				
Individually evaluated for impairment	\$ 9,495	\$ 5,645	\$ —	\$ 15,140
Collectively evaluated for impairment	588,268	1,270,871	12,453	1,871,592
Total loan balance	\$ 597,763	\$ 1,276,516	\$ 12,453	\$ 1,886,732

	December 31, 2017			
	Commercial	Real Estate	Consumer	Total
(Dollars in thousands)				
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	\$ 290	\$ —	\$ —	\$ 290
Collectively evaluated for impairment	10,318	8,950	100	19,368
Total allowance balance	\$ 10,608	\$ 8,950	\$ 100	\$ 19,658
Loans:				
Individually evaluated for impairment	\$ 1,775	\$ 998	\$ 1	\$ 2,774
Collectively evaluated for impairment	571,521	996,488	12,394	1,580,403
Total loan balance	\$ 573,296	\$ 997,486	\$ 12,395	\$ 1,583,177

The following table presents loans held-for-investment individually evaluated for impairment by class of loans as of December 31, 2018 and December 31, 2017. 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, 2018			December 31, 2017		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated (Dollars in thousands)	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
With no related allowance recorded:						
Commercial	\$ 1,849	\$ 1,849	\$ —	\$ 1,243	\$ 1,243	\$ —
Real estate:						
CRE	5,094	5,094	—	500	500	—
Land and construction	—	—	—	138	119	—
Home Equity	551	551	—	379	379	—
Consumer	—	—	—	1	1	—
Total with no related allowance recorded	7,494	7,494	—	2,261	2,242	—
With an allowance recorded:						
Commercial	7,646	7,646	6,944	589	532	290
Total with an allowance recorded	7,646	7,646	6,944	589	532	290
Total	\$ 15,140	\$ 15,140	\$ 6,944	\$ 2,850	\$ 2,774	\$ 290

The following table presents interest recognized and cash-basis interest earned on impaired loans for the periods indicated:

	Year Ended December 31, 2018					
	Commercial	Real Estate			Consumer	Total
		CRE	Land and Construction	Home Equity		
Average of impaired loans during the period	\$ 10,744	\$ 3,507	\$ 24	\$ 487	\$ —	\$ 14,762
Interest income during impairment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Cash-basis interest recognized	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
	Year Ended December 31, 2017					
	Commercial	Real Estate			Consumer	Total
		CRE	Land and Construction	Home Equity		
Average of impaired loans during the period	\$ 2,455	\$ 567	\$ 359	\$ 337	\$ 1	\$ 3,719
Interest income during impairment	\$ —	\$ —	\$ 3	\$ —	\$ —	\$ 3
Cash-basis interest recognized	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

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:

	2018	2017
	(Dollars in thousands)	
Nonaccrual loans - held-for-investment	\$ 13,699	\$ 2,250
Restructured and loans over 90 days past due and still accruing	1,188	235
Total nonperforming loans	14,887	2,485
Other restructured loans	253	289
Total impaired loans	\$ 15,140	\$ 2,774



The following table presents the nonperforming loans by class at year-end:

	December 31, 2018			December 31, 2017		
	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 .....	\$ 8,279	\$ 963	\$ 9,242	\$ 1,250	\$ 235	\$ 1,485
Real estate:						
CRE .....	5,094	—	5,094	501	—	501
Land and construction ..	—	—	—	119	—	119
Home equity .....	326	225	551	379	—	379
Consumer .....	—	—	—	1	—	1
Total .....	<u>\$ 13,699</u>	<u>\$ 1,188</u>	<u>\$ 14,887</u>	<u>\$ 2,250</u>	<u>\$ 235</u>	<u>\$ 2,485</u>

The following table presents the aging of past due loans as of December 31, 2018 by class of loans:

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
		(Dollars in thousands)				
Commercial .....	\$ 5,698	\$ 1,916	\$ 1,258	\$ 8,872	\$ 588,891	\$ 597,763
Real estate:						
CRE .....	—	—	—	—	994,067	994,067
Land and construction .....	—	—	—	—	122,358	122,358
Home equity .....	—	—	—	—	109,112	109,112
Residential mortgages .....	—	—	—	—	50,979	50,979
Consumer .....	1	—	—	1	12,452	12,453
Total .....	<u>\$ 5,699</u>	<u>\$ 1,916</u>	<u>\$ 1,258</u>	<u>\$ 8,873</u>	<u>\$ 1,877,859</u>	<u>\$ 1,886,732</u>

The following table presents the aging of past due loans as of December 31, 2017 by class of loans:

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
		(Dollars in thousands)				
Commercial .....	\$ 4,288	\$ 1,224	\$ 589	\$ 6,101	\$ 567,195	\$ 573,296
Real estate:						
CRE .....	—	—	500	500	772,367	772,867
Land and construction .....	—	—	119	119	100,763	100,882
Home equity .....	223	—	—	223	78,953	79,176
Residential mortgages .....	—	—	—	—	44,561	44,561
Consumer .....	—	—	—	—	12,395	12,395
Total .....	<u>\$ 4,511</u>	<u>\$ 1,224</u>	<u>\$ 1,208</u>	<u>\$ 6,943</u>	<u>\$ 1,576,234</u>	<u>\$ 1,583,177</u>

Past due loans 30 days or greater totaled \$8,873,000 and \$6,943,000 at December 31, 2018 and December 31, 2017, respectively, of which \$430,000 and \$1,410,000 were on nonaccrual. At December 31, 2018, there were also \$13,269,000 loans less than 30 days past due included in nonaccrual loans held-for-investment. At December 31, 2017, there were also \$840,000 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, 2018 or 2017.

The following table provides a summary of the loan portfolio by loan type and credit quality classification for the periods indicated:

	December 31, 2018			December 31, 2017		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total
Commercial .....	\$ 584,845	\$ 12,918	\$ 597,763	\$ 554,913	\$ 18,383	\$ 573,296
Real estate:						
CRE .....	985,193	8,874	994,067	766,988	5,879	772,867
Land and construction .....	122,358	—	122,358	100,763	119	100,882
Home equity .....	107,495	1,617	109,112	78,486	690	79,176
Residential mortgages .....	50,979	—	50,979	44,561	—	44,561
Consumer .....	12,453	—	12,453	12,394	1	12,395
Total .....	<u>\$ 1,863,323</u>	<u>\$ 23,409</u>	<u>\$ 1,886,732</u>	<u>\$ 1,558,105</u>	<u>\$ 25,072</u>	<u>\$ 1,583,177</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, 2018 was \$649,000, which included \$36,000 of nonaccrual loans and \$613,000 of accruing loans. The book balance of troubled debt restructurings at December 31, 2017, was \$325,000, which included \$16,000 of nonaccrual loans and \$309,000 of accruing loans. Approximately \$38,000 and \$1,000 in specific reserves were established with respect to these loans as of December 31, 2018 and December 31, 2017. As of December 31, 2018 and December 31, 2017, the Company had no additional amounts committed on any loan classified as a troubled debt restructuring.

The following table presents loans by class modified as troubled debt restructurings:

	During the Year Ended December 31, 2018		
	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
<b>Troubled Debt Restructurings:</b>			
		(Dollars in thousands)	
Commercial .....	3	\$ 336	\$ 336
Home equity .....	1	224	224
Total .....	4	\$ 560	\$ 560

	During the Year Ended December 31, 2017		
	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
<b>Troubled Debt Restructurings:</b>			
		(Dollars in thousands)	
Commercial .....	3	\$ 213	\$ 213
Total .....	3	\$ 213	\$ 213

During the twelve months ended December 31, 2018, there were no troubled debt restructurings in which the amount of principal or accrued interest owed from the borrower was forgiven or which resulted in a charge-off or change to the allowance for loan losses.

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, 2018 and 2017.

A loan that is a troubled debt restructuring on nonaccrual status may return to accruing status after a period of at least six months of consecutive payments in accordance with the modified terms.

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:

	2018	2017
	(Dollars in thousands)	
Beginning of year balance .....	\$ 531	\$ 547
Repayment on loans during the year .....	(531)	(16)
End of year balance .....	\$ —	\$ 531

## 5) Loan Servicing

At December 31, 2018, 2017, and 2016, the Company serviced SBA loans sold to the secondary market of approximately \$104,016,000, \$139,086,000, and \$164,454,000, 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 1.12%, 1.13%, and 1.17% at December 31, 2018, 2017, and 2016, respectively.

Servicing rights are included in “accrued interest receivable and other assets” on the consolidated balance sheets. Activity for loan servicing rights follows:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(Dollars in thousands)		
Beginning of year balance .....	\$ 1,373	\$ 1,854	\$ 2,209
Additions .....	200	278	219
Amortization .....	<u>(702)</u>	<u>(759)</u>	<u>(574)</u>
End of year balance .....	<u>\$ 871</u>	<u>\$ 1,373</u>	<u>\$ 1,854</u>

There was no valuation allowance for servicing rights at December 31, 2018, 2017, and 2016, because the estimated fair value of the servicing rights was greater than the carrying value. The estimated fair value of loan servicing rights was \$1,651,000, \$2,594,000, and \$3,306,000, at December 31, 2018, 2017, and 2016, respectively. The fair value of servicing rights at December 31, 2018, was estimated using a weighted average constant prepayment rate (“CPR”) assumption of 10.89%, and a weighted average discount rate assumption of 16.40%. The fair value of servicing rights at December 31, 2017, was estimated using a weighted average CPR assumption of 8.13%, and a weighted average discount rate assumption of 13.86%. The fair value of servicing rights at December 31, 2016, was estimated using a weighted average CPR assumption of 7.40%, and a weighted average discount rate assumption of 12.96%.

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>2018</u>	<u>2017</u>	<u>2016</u>
	(Dollars in thousands)		
Beginning of year balance .....	\$ 968	\$ 1,067	\$ 1,367
Unrealized loss .....	<u>(400)</u>	<u>(99)</u>	<u>(300)</u>
End of year balance .....	<u>\$ 568</u>	<u>\$ 968</u>	<u>\$ 1,067</u>

## 6) Premises and Equipment

Premises and equipment at year-end were as follows:

	<u>2018</u>	<u>2017</u>
	(Dollars in thousands)	
Building .....	\$ 3,508	\$ 3,508
Land .....	2,900	2,900
Furniture and equipment .....	9,584	9,256
Leasehold improvements .....	<u>5,645</u>	<u>5,368</u>
	21,637	21,032
Accumulated depreciation and amortization .....	<u>(14,500)</u>	<u>(13,679)</u>
Premises and equipment, net .....	<u>\$ 7,137</u>	<u>\$ 7,353</u>

Depreciation and amortization expense was \$753,000, \$786,000, and \$763,000 in 2018, 2017, and 2016, 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>
2019.....	\$ 4,032
2020.....	2,662
2021.....	1,365
2022.....	1,136
2023.....	605
Thereafter.....	691
Total.....	<u>\$ 10,491</u>

Rent expense under operating leases was \$3,960,000, \$3,226,000, and \$2,947,000 in 2018, 2017, and 2016, respectively.

## 8) Business Combinations

On April 6, 2018, the Company completed its acquisition of Tri-Valley for a transaction value of \$32,320,000. At closing the Company issued 1,889,613 shares of the Company's common stock with an aggregate market value of \$30,725,000 on the date of closing. The number of shares issued was based on a fixed exchange ratio of 0.0489 of a share of the Company's common stock for each outstanding share of Tri-Valley common stock. In addition, at closing the Company paid cash to the holder of a stock warrant and holders of outstanding stock options and related fees and fractional shares totaling \$1,595,000. The following table summarizes the consideration paid for Tri-Valley:

	<u>(Dollars in thousands)</u>
Cash paid for:	
Warrant.....	\$ 889
Options.....	615
Other.....	91
Total cash paid.....	<u>1,595</u>
Issuance of 1,889,613 shares of common stock to Tri-Valley shareholders at \$16.26 per share at Closing.....	<u>30,725</u>
Total consideration.....	<u>\$ 32,320</u>

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition.

	<u>As Recorded by Tri-Valley</u>	<u>Fair Value Adjustments</u> (Dollars in thousands)	<u>As Recorded at Acquisition</u>
<b>Assets acquired:</b>			
Cash and cash equivalents . . . . .	\$ 21,757	\$ 1,153 (a)	\$ 22,910
Loans . . . . .	123,532	(2,563) (b)	120,969
Allowance for loan losses . . . . .	(1,969)	1,969 (c)	—
Other intangible assets . . . . .	—	1,978 (d)	1,978
Other assets, net . . . . .	9,939	(2,894) (e)	7,045
Total assets acquired . . . . .	<u>\$ 153,259</u>	<u>\$ (357)</u>	<u>152,902</u>
<b>Liabilities assumed:</b>			
Deposits . . . . .	\$ 135,351	\$ 37 (f)	135,388
Other liabilities . . . . .	608	—	608
Total liabilities assumed . . . . .	<u>\$ 135,959</u>	<u>\$ 37</u>	<u>135,996</u>
Net assets acquired . . . . .			16,906
Purchase price . . . . .			30,725
Goodwill recorded in the merger . . . . .			<u>\$ 13,819</u>

Explanation of certain fair value related adjustments for the Tri-Valley acquisition:

- (a) Represents the cash acquired in the merger, the disposition of other real estate owned of \$1,132,000, a gain on the sale of securities of \$53,000, partially offset by invoices paid after closing for services prior to closing of \$29,000, and cash paid for fractional shares in the transaction of \$3,000. The remaining \$1,592,000 of cash paid for the transaction is an adjustment to prepaid assets included in other assets, net.
- (b) Represents the fair value adjustment to the net book value of loans, which includes an interest rate mark and credit mark adjustment.
- (c) Represents the elimination of Tri-Valley's allowance for loan losses.
- (d) Represents intangible assets recorded to reflect the fair value of core deposits and a below market lease. The core deposit asset was recorded as an identifiable intangible asset and is amortized on an accelerated basis over the estimated average life of the deposit base. The below market lease intangible assets will be amortized on the straight line method over eleven years.
- (e) Represents an adjustment to net deferred tax assets resulting from the fair value adjustments related to the acquired assets, liabilities assumed and identifiable intangible assets recorded, and the disposition of other real estate owned.
- (f) Represents the fair value adjustment on time deposits, which was be accreted as a reduction of interest expense.

Tri-Valley's results of operations have been included in the Company's results of operations beginning April 7, 2018.

On May 4, 2018, the Company completed its acquisition of United American for a transaction value of \$56,417,000. At closing the Company issued 2,826,032 shares of the Company's common stock with an aggregate market value of \$47,280,000 on the date of closing. The number of shares issued was based on a fixed exchange ratio of 2.1644 of a share of the Company's common stock for each outstanding share of United American common stock and each common stock equivalent underlying the United American Series D Preferred Stock and Series E Preferred Stock. The shareholders of the United American Series A Preferred Stock and Series B Preferred Stock received \$1,000 cash for each

share totaling \$8,700,000 and \$435,000, respectively. In addition, the Company paid \$2,000 in cash for fractional shares, for total cash consideration of \$9,137,000. The following table summarizes the consideration paid for United American:

		<u>(Dollars in thousands)</u>
Consideration paid:		
Cash paid for:		
Series A Preferred Stock .....	\$	8,700
Series B Preferred Stock .....		435
Other .....		<u>2</u>
Total cash paid .....		9,137
Issuance of 2,826,032 shares of common stock to United American shareholders at \$16.73 per share at Closing .....		
		47,280
Total consideration .....	<u>\$</u>	<u>56,417</u>

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition.

	<u>As Recorded by United American</u>	<u>Fair Value Adjustments</u>		<u>As Recorded at Acquisition</u>
(Dollars in thousands)				
<b>Assets acquired:</b>				
Cash and cash equivalents .....	\$ 45,638	\$ (32,520) (a)		\$ 13,118
Securities available-for-sale .....	64,144	(421) (b)		63,723
Loans .....	196,694	18,783 (c)		215,477
Allowance for loan losses .....	(2,952)	2,952 (d)		—
Other intangible assets .....	—	6,383 (e)		6,383
Other assets, net .....	9,119	(1,078) (f)		8,041
Total assets acquired .....	<u>\$ 312,643</u>	<u>\$ (5,901)</u>		<u>306,742</u>
<b>Liabilities assumed:</b>				
Deposits .....	\$ 281,189	\$ 51 (g)		281,240
Other borrowings .....	62	—		62
Other liabilities .....	2,617	(187) (h)		2,430
Total liabilities .....	<u>\$ 283,868</u>	<u>\$ (136)</u>		<u>283,732</u>
Net assets acquired .....				23,010
Purchase price .....				47,280
Goodwill recorded in the merger .....				<u>\$ 24,270</u>

Explanation of certain fair value related adjustments for the United American acquisition:

- (a) Represents the cash acquired in the merger, net of cash paid for the transaction of \$9,137,000, the repurchase of \$23,732,000 loan participations from ATBancorp, and \$51,000 for invoices paid after closing for services prior to closing, partially offset by a tax refund of \$400,000.
- (b) Represents the fair value adjustment on investment securities available-for-sale.
- (c) Represents the repurchase of \$23,732,000 loan participations from ATBancorp, partially offset by the fair value adjustment to the net book value of loans of \$4,680,000, which includes an interest rate mark and credit mark adjustment, and net charge-offs of \$269,000 subsequent to closing.
- (d) Represents the elimination of United American's allowance for loan losses.
- (e) Represents intangible assets recorded to reflect the fair value of core deposits and a below market lease. The core deposit asset was recorded as an identifiable intangible asset and is amortized on an accelerated basis over the estimated average life of the deposit base. The below market lease intangible assets will be amortized on the straight line method over three years.
- (f) Represents an adjustment to net deferred tax assets resulting from the fair value adjustments related to the acquired assets, liabilities assumed and identifiable intangible assets recorded.
- (g) Represents the fair value adjustment on time deposits, which was be accreted as a reduction of interest expense.

- (h) Represents the reversal of over accrued accounts payable.

United American's results of operations have been included in the Company's results of operations beginning May 5, 2018.

The Company believes the mergers provide the opportunity to combine three independent business banking franchises with similar philosophies and cultures into a combined \$3.1 billion business bank based in San Jose, California. The pooling of the three banks' resources and knowledge enhance the Company's capabilities, operational efficiencies, and community outreach. The Company also believes the combined bank will be much better positioned to meet the needs of the Company's customers, shareholders and the community. Pre-tax acquisition and integration costs of \$5,598,000 and \$671,000 for the years ended December 31, 2018 and 2017, respectively, were included in other noninterest expense. In addition, salaries and employee benefits included severance and retention expense of \$3,569,000 for the year ended December 31, 2018 related to the Tri-Valley and United American acquisitions. Total severance, retention, acquisition and integration costs were \$9,167,000 and \$671,000 for the years ended December 31, 2018 and 2017, respectively.

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 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. There were no PCI loans at December 31, 2018 and December 31, 2017.

Goodwill of \$13,819,000 arising from the Tri-Valley acquisition and \$24,270,000 from the United American acquisition is largely attributable to synergies and cost savings resulting from combining the operations of the companies. As these transactions were structured as a tax-free exchange, the goodwill will not be deductible for tax purposes. Management's preliminary valuation of the tangible and intangible assets acquired and liabilities assumed, which are based on assumptions that are subject to change, and the resulting allocation of the consideration paid for the allocation is reflected in the tables above. Prior to the end of the one-year measurement period for finalizing the consideration paid allocation, if information becomes available which would indicate adjustments are required to the allocation, such adjustments will be included in the allocation in the reporting period in which the adjustment amounts are determined. Loan valuations may be adjusted based on new information obtained by the Company in future periods that may reflect conditions or events that existed on the acquisition date. Deferred tax assets may be adjusted for purchase accounting adjustments on open areas such as loans or upon filing final "stub" period tax returns for April 6, 2018 for Tri-Valley, and May 4, 2018 for United American.

## **9) Goodwill and Other Intangible Assets**

### ***Goodwill***

At December 31, 2018, the carrying value of goodwill was \$83,753,000, which included \$13,044,000 of goodwill related to its acquisition of Bay View Funding, \$32,620,000 from its acquisition of Focus, \$13,819,000 from its acquisition of Tri-Valley and \$24,270,000 from its acquisition of United American.

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, then 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 goodwill impairment analysis as of November 30, 2018 with the assistance of an independent valuation firm. No events or circumstances since the November 30, 2018 annual impairment test were noted that would indicate it was more likely than not a goodwill impairment exists.



### Other Intangible Assets

Other intangible assets acquired in the acquisition of United American in May 2018 included a core deposit intangible asset of \$5,723,000, amortized on an accelerated method over its estimated useful life of 10 years, and a below market value lease intangible asset of \$660,000, amortized over its estimated useful life of 3 years. Accumulated amortization of the core deposit intangible and below market lease was \$756,000 at December 31, 2018.

Other intangible assets acquired in the acquisition of Tri-Valley in April 2018 include a core deposit intangible asset of \$1,768,000, amortized on an accelerated method over its estimated useful life of 10 years, and a below market value lease intangible asset of \$210,000, amortized over its estimated useful life of 11 years. Accumulated amortization of the core deposit intangible and below market lease was \$222,000 at December 31, 2018.

The core deposit intangible asset acquired in the acquisition of Focus in August 2015 was \$6,285,000. This asset is amortized on an accelerated method over its estimated useful life of 10 years. Accumulated amortization of this intangible asset was \$2,770,000 and \$1,995,000 at December 31, 2018 and December 31, 2017, respectively.

Other intangible assets acquired in the acquisition of Bay View Funding in November 2014 included a below market value lease intangible assets of \$109,000, a non-compete agreement intangible asset of \$250,000, and a customer relationship and brokered relationship intangible assets of \$1,900,000, amortized over the 10 year estimated useful lives. Accumulated amortization of these intangible assets was \$791,000 and \$960,000 at December 31, 2018 and December 31, 2017, respectively. The below market lease and non-compete agreement intangible assets were fully amortized at December 31, 2017.

Estimated amortization expense for each of the next five years follows and thereafter is as follows:

Year	United American Core Deposit Intangible	United American Below Market Lease	Tri-Valley Core Deposit Intangible	Tri-Valley Below Market Lease	Focus Core Deposit Intangible	Bay View Funding Customer & Brokered Relationship Intangible	Total Amortization Expense
(Dollars in thousands)							
2019	\$ 777	\$ 255	\$ 240	\$ 18	\$ 734	\$ 190	\$ 2,214
2020	665	235	208	18	716	190	2,032
2021	602	—	184	18	596	190	1,590
2022	553	—	167	18	502	190	1,430
2023	521	—	158	18	420	190	1,307
Thereafter	2,019	—	603	106	547	159	3,434
	<u>\$ 5,137</u>	<u>\$ 490</u>	<u>\$ 1,560</u>	<u>\$ 196</u>	<u>\$ 3,515</u>	<u>\$ 1,109</u>	<u>\$ 12,007</u>

Impairment testing of the intangible 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. Based on its assessment, management concluded that there was no impairment of intangible assets at December 31, 2018 and December 31, 2017.

## 10) Deposits

The following table presents the scheduled maturities of all time deposits for the next five years:

	<b>(Dollars in thousands)</b>
2019 .....	\$ 135,745
2020 .....	8,475
2021 .....	2,089
2022 .....	1,205
2023 .....	46
Total .....	<u>\$ 147,560</u>

Time deposits of \$250,000 and over were \$86,114,000 and \$138,634,000 at December 31, 2018 and 2017, respectively. At December 31, 2018, time deposits within Certificate of Deposit Account Registry Service (“CDARS”) deposits totaled \$14,898,000, which comprised money market deposits of \$3,366,000, and interest-bearing demand deposits of \$8,747,000, (which have no scheduled maturity date, and therefore, are excluded from the table above), and time deposits of \$2,785,000, (which are included in the table above). 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 not considered brokered deposits under current regulatory reporting guidelines. CDARS deposits were comprised of \$10,916,000 of interest-bearing demand accounts, \$1,669,000 of money market accounts and \$4,217,000 of time deposits at December 31, 2017.

At December 31, 2018, the Company had no certificates of deposits from the State of California. At December 31, 2017, the Company had securities pledged with a fair value of \$72,454,000 for \$65,121,000 in certificates of deposits (including accrued interest) with the State of California.

Deposits from executive officers, directors, and their affiliates were \$21,752,000 and \$17,322,000 at December 31, 2018 and 2017, 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, 2018, and December 31, 2017, HBC had no overnight borrowings from the FHLB. HBC had \$228,152,000 of loans and no securities pledged to the FHLB as collateral on a line of credit of \$178,560,000 at December 31, 2018. HBC had \$247,218,000 of loans and no securities pledged to the FHLB as collateral on a line of credit of \$198,783,000 at December 31, 2017.

HBC can also borrow from the FRB’s discount window. HBC had approximately \$739,830,000 of loans pledged to the FRB as collateral on an available line of credit of approximately \$418,399,000 at December 31, 2018, none of which was outstanding. HBC can also borrow from the FRB’s discount window. HBC had approximately \$612,552,000 of loans pledged to the FRB as collateral on an available line of credit of approximately \$376,522,000 at December 31, 2017, none of which was outstanding.

At December 31, 2018, HBC had Federal funds purchase arrangements available of \$55,000,000. There were no Federal funds purchased outstanding at December 31, 2018 and 2017.

HCC has a \$5,000,000 line of credit with a correspondent bank, of which none was outstanding at December 31, 2018 and 2017.

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, 2018, and 2017.

### ***Subordinated Debt***

On May 26, 2017, the Company completed an underwritten public offering of \$40,000,000 aggregate principal amount of its fixed-to-floating rate subordinated notes (“Subordinated Debt”) due June 1, 2027. The Subordinated Debt initially bears a fixed interest rate of 5.25% per year. Commencing on June 1, 2022, the interest rate on the Subordinated Debt resets quarterly to the three-month LIBOR rate plus a spread of 336.5 basis points, payable quarterly in arrears. Interest on the Subordinated Debt is payable semi-annually on June 1<sup>st</sup> and December 1<sup>st</sup> of each year through June 1, 2022 and quarterly thereafter on March 1<sup>st</sup>, June 1<sup>st</sup>, September 1<sup>st</sup> and December 1<sup>st</sup> of each year through the maturity date or early redemption date. The Company at its option may redeem the Subordinated Debt, in whole or in part, on any interest payment date on or after June 1, 2022 without a premium. Unamortized debt issuance cost totaled \$631,000 at December 31, 2018.

### **12) Income Taxes**

On December 22, 2017, the Tax Act was signed into law, which among other things reduces the federal corporate tax rate to 21% from 35%, effective January 1, 2018. The enactment of the Tax Act caused our net deferred tax assets to be revalued at the new lower tax rate with resulting tax effects accounted for in the fourth quarter of 2017. The Company performed an analysis and determined the value of the net DTA was reduced by \$7,103,000, which was recognized as a one-time, non-cash, incremental income tax expense for the fourth quarter of 2017.

Also on December 22, 2017, the SEC issued Staff Accounting Bulletin (“SAB”) 118, which addresses the situations where the accounting for changes in tax laws is complete, incomplete but can be reasonably estimated, and incomplete and cannot be reasonably estimated. SAB 118 also permits a measurement period up to one year from the date of enactment to refine the provisional accounting. There were no items for which the Company was unable to make a reasonable estimate for the effects of the tax law change. The Company has completed its accounting for the effects of the Tax Act on its deferred tax assets and liabilities.

Income tax expense (benefit) consisted of the following for the year ended December 31, as follows:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
	<b>(Dollars in thousands)</b>		
Currently payable tax:			
Federal .....	\$ 9,187	\$ 12,948	\$ 13,373
State .....	5,416	4,653	4,748
Total currently payable .....	<u>14,603</u>	<u>17,601</u>	<u>18,121</u>
Deferred tax expense (benefit):			
Federal .....	(1,133)	1,193	(1,029)
Due to enactment of Tax Reform .....	—	7,103	—
State .....	(146)	574	(504)
Total deferred tax .....	<u>(1,279)</u>	<u>8,870</u>	<u>(1,533)</u>
Income tax expense .....	<u>\$ 13,324</u>	<u>\$ 26,471</u>	<u>\$ 16,588</u>

The effective tax rate differs from the Federal statutory rate for the years ended December 31, as follows:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Statutory Federal income tax rate .....	21.0 %	35.0 %	35.0 %
State income taxes, net of federal tax benefit .....	8.5 %	6.8 %	6.6 %
Low income housing credits, net of investment losses .....	(0.8)%	(0.5)%	(0.3)%
Increase in cash surrender value of life insurance .....	(0.5)%	(1.2)%	(1.4)%
Stock option/restricted stock windfall tax benefit .....	(0.9)%	(0.3)%	N/A
Non-taxable interest income .....	(0.9)%	(1.5)%	(1.7)%
Split-dollar term insurance .....	0.1 %	0.1 %	0.1 %
Due to enactment of Tax Reform .....	0.0 %	14.1 %	N/A
Other, net .....	0.9 %	0.1 %	(0.6)%
Effective tax rate .....	<u>27.4 %</u>	<u>52.6 %</u>	<u>37.7 %</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>2018</u>	<u>2017</u>
	<u>(Dollars in thousands)</u>	
Deferred tax assets:		
Defined postretirement benefit obligation . . . . .	\$ 7,877	\$ 8,385
Allowance for loan losses . . . . .	7,697	5,671
Federal net operating loss carryforwards . . . . .	5,093	650
Securities available-for-sale . . . . .	2,184	400
California net operating loss carryforwards . . . . .	2,128	394
Accrued expenses . . . . .	1,939	910
Stock compensation . . . . .	1,244	1,272
State income taxes . . . . .	1,117	975
Premises and equipment . . . . .	642	649
Split-dollar life insurance benefit plan . . . . .	80	76
Tax credit carryforwards . . . . .	71	70
Nonaccrual interest . . . . .	55	76
Other . . . . .	716	365
Total deferred tax assets . . . . .	<u>30,843</u>	<u>19,893</u>
Deferred tax liabilities:		
Intangible liabilities . . . . .	(1,671)	(1,357)
Loan fees . . . . .	(1,089)	(1,079)
Prepaid expenses . . . . .	(554)	(533)
I/O strips . . . . .	(163)	(406)
FHLB stock . . . . .	(174)	(171)
Other . . . . .	(103)	(100)
Total deferred tax liabilities . . . . .	<u>(3,754)</u>	<u>(3,646)</u>
Net deferred tax assets . . . . .	<u>\$ 27,089</u>	<u>\$ 16,247</u>

At December 31, 2018, the Company's federal net operating loss ("NOL") carryforwards were \$24,200,000 and the Company's California net operating loss carryforwards were \$24,800,000. These amounts are attributable to the Focus, Tri-Valley and United American transactions. The realization of these NOL carryforwards for federal and state tax purposes are limited on the amount of net operating losses that can be utilized annually under the current tax law. The Company does not believe that its annual limitation on each acquisition will impact the ultimate deductibility of the NOL carry-forwards. The State tax credit carryforwards, net of Federal tax effects, were \$71,000 as of December 31, 2018, which will begin to expire in 2019. As the Company will be able to fully utilize the net operating loss carryforwards before they begin to expire in 2029, 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. As of December 31, 2018 and 2017 the Company's recorded amount of uncertain tax positions was not considered significant for financial reporting and the Company does not expect this amount to significantly increase or decrease in the next twelve months.

At December 31, 2018, and December 31, 2017, the Company had net deferred tax assets of \$27,089,000 and \$16,247,000, respectively. At December 31, 2018, 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 2015, and by the State of California taxing authority for years before 2014.

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 included in accrued interest payable and other liabilities for the periods indicated:

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
	(Dollars in thousands)	
Low income housing investments .....	\$ 3,172	\$ 3,411
Future commitments .....	\$ 273	\$ 302

The Company expects \$15,000 of the future commitments to be paid in 2019, \$15,000 in 2020, and \$243,000 in 2021 through 2023.

For tax purposes, the Company recognized low income housing tax credits of \$425,000 and \$439,000 for the years ended December 31, 2018 and December 2017, respectively, and low income housing investment expense of \$437,000 and \$460,000, respectively. The Company recognizes low income housing investment expenses 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. 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 2018, the Company granted 330,500 shares of nonqualified stock options and 97,818 shares of restricted stock subject to time vesting requirements. There were 1,163,506 shares available for the issuance of equity awards under the 2013 Plan as of December 31, 2018.

Stock option activity under the equity plans is as follows:

<u>Total Stock Options</u>	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at January 1, 2018 .....	1,602,732	\$ 9.54		
Granted .....	330,500	\$ 16.66		
Exercised .....	(276,844)	\$ 9.63		
Forfeited or expired .....	(85,785)	\$ 14.22		
Outstanding at December 31, 2018 .....	<u>1,570,603</u>	\$ 10.76	<u>6.44</u>	<u>\$ 3,311,870</u>
Vested or expected to vest .....	<u>1,476,367</u>		<u>6.44</u>	<u>\$ 3,113,157</u>
Exercisable at December 31, 2018 .....	<u>1,058,010</u>		<u>5.35</u>	<u>\$ 3,203,117</u>

Information related to the equity plans for each of the last three years:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Intrinsic value of options exercised .....	\$ 1,844,909	\$ 1,342,794	\$ 606,359
Cash received from option exercise .....	\$ 2,667,305	\$ 1,368,673	\$ 938,057
Tax benefit realized from option exercises .....	\$ 534,638	\$ 547,817	\$ 242,303
Weighted average fair value of options granted .....	\$ 3.03	\$ 2.66	\$ 2.12

As of December 31, 2018, there was \$1,389,000 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 2.68 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.

	December 31,		
	2018	2017	2016
Expected life in months <sup>(1)</sup> .....	72	72	72
Volatility <sup>(1)</sup> .....	21 %	24 %	31 %
Weighted average risk-free interest rate <sup>(2)</sup> .....	2.88 %	1.94 %	1.41 %
Expected dividends <sup>(3)</sup> .....	2.64 %	2.78 %	3.48 %

- (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:

<u>Total Restricted Stock Award</u>	<u>Number of Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Nonvested shares at January 1, 2018 .....	181,185	\$ 11.66
Granted .....	97,818	\$ 16.83
Vested .....	(83,265)	\$ 16.22
Forfeited or expired .....	(2,440)	\$ 12.65
Nonvested shares at December 31, 2018 .....	<u>193,298</u>	\$ 11.04

As of December 31, 2018, there was \$2,091,000 of total unrecognized compensation cost related to nonvested restricted stock awards granted under the 2013 Plan. The cost is expected to be recognized over a weighted-average period of approximately 2.56 years.

The Company has two share based compensation plans. Total compensation cost has been charged against income for those plans was \$1,817,000, \$1,750,000, \$1,594,000, for 2018, 2017, and 2016, respectively. The total income tax benefit was \$424,000, \$146,000, and \$0 for 2018, 2017, and 2016, respectively.

#### 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 \$2,500 and \$2,000 for each employee's contributions in 2018 and 2017, respectively. Contribution expense was \$749,000, \$535,000, and \$454,000 in 2018, 2017 and 2016, 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, 2018, the ESOP owned 108,270 shares of the Company's common stock.

### ***Deferred Compensation Plan***

The Company has a nonqualified deferred compensation plan for some of its employees. Under the deferred compensation plan, an employee may defer up to 100% of his or her bonus and 50% of their regular salary into a deferred account. Amounts deferred are invested in a portfolio of approved investment choices as directed by the employee. Amounts deferred by employees to the deferred compensation plan will be distributed at a future date they have selected or upon termination of employment. There were seven employees who elected to participate in the deferred compensation plan during 2018 and 2017.

### ***Nonqualified Defined Benefit Pension Plan***

The Company has a supplemental retirement plan ("SERP") covering some current and some former key executives and directors. 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, 2018. 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 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>2018</u>	<u>2017</u>
	<b>(Dollars in thousands)</b>	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	\$ 28,510	\$ 27,376
Service cost	249	325
Actuarial loss (gain)	(1,885)	790
Interest cost	947	1,034
Benefits paid	(1,040)	(1,015)
Projected benefit obligation at end of year	<u>\$ 26,781</u>	<u>\$ 28,510</u>
Amounts recognized in accumulated other comprehensive loss:		
Net actuarial loss	\$ 5,672	\$ 7,849

Weighted-average assumptions used to determine the benefit obligation at year-end:

	<u>2018</u>	<u>2017</u>
Discount rate	4.03 %	3.38 %
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:

Year	Estimated Benefit Payments (Dollars in thousands)
2019 .....	\$ 1,283
2020 .....	1,672
2021 .....	1,696
2022 .....	1,863
2023 .....	1,974
2024 to 2028 .....	10,451
	\$ 18,939

The components of pension cost for the SERP follow:

	2018	2017
	(Dollars in thousands)	
Components of net periodic benefit cost:		
Service cost .....	\$ 249	\$ 325
Interest cost .....	947	1,034
Amortization of net actuarial loss .....	292	276
Net periodic benefit cost .....	\$ 1,488	\$ 1,635

The components of net periodic benefit cost other than the service cost component are included in the line item “other noninterest expense” in the Consolidated Statements of Income. 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 \$183,000 and \$292,000 as of December 31, 2018 and 2017, respectively.

Net periodic benefit cost was determined using the following assumption:

	2018	2017
Discount rate .....	3.38 %	3.85 %
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>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year .....	\$ 6,711	\$ 6,301
Interest cost .....	227	243
Actuarial loss (gain) .....	(35)	167
Projected benefit obligation at end of period .....	<u>\$ 6,903</u>	<u>\$ 6,711</u>

Amounts recognized in accumulated other comprehensive loss at December 31 consist of:

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
	(Dollars in thousands)	
Net actuarial loss .....	\$ 2,573	\$ 2,453
Prior transition obligation .....	1,149	1,238
Accumulated other comprehensive loss .....	<u>\$ 3,722</u>	<u>\$ 3,691</u>

Weighted-average assumption used to determine the benefit obligation at year-end follow:

	<u>2018</u>	<u>2017</u>
Discount rate .....	4.03 %	3.38 %

Components of net periodic benefit cost during the year are:

	<u>2018</u>	<u>2017</u>
	(Dollars in thousands)	
Amortization of prior transition obligation .....	\$ (65)	\$ (71)
Interest cost .....	227	243
Net periodic benefit cost .....	<u>\$ 162</u>	<u>\$ 172</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, 2018 and 2017.

Weighted-average assumption used to determine the net periodic benefit cost:

	<u>2018</u>	<u>2017</u>
Discount rate .....	3.38 %	3.85 %

## 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).

	Balance	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(Dollars in thousands)				
Assets at December 31, 2018				
Available-for-sale securities:				
Agency mortgage-backed securities . . . . .	\$ 302,854	—	\$ 302,854	—
U.S. Treasury . . . . .	148,753	—	148,753	—
U.S. Government sponsored entities . . . . .	7,436	—	7,436	—
I/O strip receivables . . . . .	568	—	568	—
Assets at December 31, 2017				
Available-for-sale securities:				
Agency mortgage-backed securities . . . . .	\$ 374,733	—	\$ 374,733	—
Trust preferred securities . . . . .	17,119	—	17,119	—
I/O strip receivables . . . . .	968	—	968	—

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.

	Balance	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(Dollars in thousands)				
Assets at December 31, 2018				
Impaired loans - held-for-investment:				
Commercial .....	\$ 702	—	—	\$ 702
	<u>\$ 702</u>	—	—	<u>\$ 702</u>
Assets at December 31, 2017				
Impaired loans - held-for-investment:				
Commercial .....	\$ 242	—	—	\$ 242
Real estate:				
Land and construction .....	119	—	—	119
	<u>\$ 361</u>	—	—	<u>\$ 361</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:

	December 31, 2018	December 31, 2017
	(Dollars in thousands)	
Impaired loans held-for-investment:		
Book value of impaired loans held-for-investment carried at fair value .....	\$ 7,646	\$ 651
Book value of impaired loans held-for-investment carried at cost .....	7,494	2,123
Total impaired loans held-for-investment .....	<u>\$ 15,140</u>	<u>\$ 2,774</u>
Impaired loans held-for-investment carried at fair value:		
Book value of impaired loans held-for-investment carried at fair value .....	\$ 7,646	\$ 651
Specific valuation allowance .....	(6,944)	(290)
Impaired loans held-for-investment carried at fair value, net. ....	<u>\$ 702</u>	<u>\$ 361</u>

Impaired loans held-for-investment were \$15,140,000 at December 31, 2018. In addition, these loans had a specific valuation allowance of \$6,944,000 at December 31, 2018. Impaired loans held-for-investment totaling \$7,646,000 at December 31, 2018 were carried at fair value as a result of partial charge-offs and specific valuation allowances at year-end. The remaining \$7,494,000 of impaired loans were carried at cost at December 31, 2018, 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 2018 on impaired loans held-for-investment carried at fair value at December 31, 2018 resulted in an additional provision for loan losses of \$7,042,000.

At December 31, 2018, there were no foreclosed assets.

Impaired loans held-for-investment were \$2,774,000 at December 31, 2017. In addition, these loans had a specific valuation allowance of \$290,000 at December 31, 2017. Impaired loans held-for-investment totaling \$651,000 at December 31, 2017 were carried at fair value as a result of partial charge-offs and specific valuation allowances at year-end. The remaining \$2,123,000 of impaired loans were carried at cost at December 31, 2017, 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 2017 on impaired loans held-for-investment carried at fair value at December 31, 2017 resulted in an additional provision for loan losses of \$254,000.

At December 31, 2017, there were no foreclosed assets.

The following table presents quantitative information about level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis, at December 31, 2018 and 2017:

	December 31, 2018			
	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
(Dollars in thousands)				
Impaired loans - held-for-investment:				
Commercial . . . . .	\$ 702	Market Approach	Discount adjustment for differences between comparable sales	0% to 1%
December 31, 2017				
	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
(Dollars in thousands)				
Impaired loans - held-for-investment:				
Commercial . . . . .	\$ 242	Market Approach	Discount adjustment for differences between comparable sales	Less than 1%
Real estate:				
Land and construction . . . . .	119	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 financial instruments at December 31, 2018 are as follows:

	Carrying Amounts	Estimated Fair Value			Total
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
(Dollars in thousands)					
<b>Assets:</b>					
Cash and cash equivalents . . . . .	\$ 164,568	\$ 164,568	\$ —	\$ —	\$ 164,568
Securities available-for-sale . . . . .	459,043	—	459,043	—	459,043
Securities held-to-maturity . . . . .	377,198	—	366,175	—	366,175
Loans (including loans held-for-sale), net . . . . .	1,861,206	—	2,649	1,826,654	1,829,303
FHLB stock, FRB stock, and other investments . . . . .	25,216	—	—	—	N/A
Accrued interest receivable . . . . .	9,577	—	2,871	6,706	9,577
I/O strips receivables . . . . .	568	—	568	—	568
<b>Liabilities:</b>					
Time deposits . . . . .	\$ 147,560	\$ —	\$ 147,916	\$ —	\$ 147,916
Other deposits . . . . .	2,489,972	—	2,489,972	—	2,489,972
Subordinated debt . . . . .	39,369	—	38,969	—	38,969
Accrued interest payable . . . . .	497	—	497	—	497

The carrying amounts and estimated fair values of financial instruments at December 31, 2017 are as follows:

	Carrying Amounts	Estimated Fair Value			Total
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
(Dollars in thousands)					
<b>Assets:</b>					
Cash and cash equivalents	\$ 316,222	\$ 316,222	\$ —	\$ —	\$ 316,222
Securities available-for-sale	391,852	—	391,852	—	391,852
Securities held-to-maturity	398,341	—	394,292	—	394,292
Loans (including loans held-for-sale), net	1,566,428	—	3,419	1,507,967	1,511,386
FHLB stock, FRB stock, and other investments	17,911	—	—	—	N/A
Accrued interest receivable	7,985	—	2,423	5,562	7,985
I/O strips receivables	968	—	968	—	968
<b>Liabilities:</b>					
Time deposits	\$ 194,561	\$ —	\$ 194,844	\$ —	\$ 194,844
Other deposits	2,288,428	—	2,288,428	—	2,288,428
Subordinated debt	39,183	—	40,384	—	40,384
Accrued interest payable	389	—	389	—	389

The methods utilized to estimate the fair value of financial instruments at December 31, 2017 did not necessarily represent an exit price. In accordance with our adoption of ASU 2016-01 in 2018, the methods utilized to measure the fair value of financial instruments at December 31, 2018 represent an approximation of exit price, however, an actual exit price may differ.

## 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:

	December 31, 2018		December 31, 2017	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
(Dollars in thousands)				
Unused lines of credit and commitments to make loans	\$ 130,871	\$ 593,839	\$ 102,505	\$ 570,190
Standby letters of credit	2,770	12,899	3,972	10,715
	<u>\$ 133,641</u>	<u>\$ 606,738</u>	<u>\$ 106,477</u>	<u>\$ 580,905</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, 2018, the Company maintained reserves of \$8,310,000 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 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.

## **17) Shareholders' Equity and Earnings Per Share**

**Dividends**—On January 24, 2019, the Company announced that its Board of Directors declared a \$0.12 per share quarterly cash dividend to holders of common stock. The dividend was paid on February 21, 2019, to shareholders of record at close of business day on February 7, 2019.

**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. There were 534,106, 346,500, and 759,007 stock options for the years ended December 31, 2018, 2017 and 2016, respectively, considered to be antidilutive and excluded from the computation of diluted earnings per share. A reconciliation of these factors used in computing basic and diluted earnings per common share is as follows:

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands, except per share amounts)		
Net income available to common shareholders. . . . .	\$ 35,331	\$ 23,828	\$ 25,869
Less: undistributed earnings allocated to Series C Preferred Stock . . . . .	—	—	(1,278)
Distributed and undistributed earnings allocated to common shareholders . . . . .	<u>\$ 35,331</u>	<u>\$ 23,828</u>	<u>\$ 24,591</u>
Weighted average common shares outstanding for basic earnings per common share . . . . .	41,469,211	38,095,250	33,933,806
Dilutive potential common shares . . . . .	<u>713,728</u>	<u>515,565</u>	<u>285,315</u>
Shares used in computing diluted earnings per common share . . . . .	<u>42,182,939</u>	<u>38,610,815</u>	<u>34,219,121</u>
Basic earnings per share . . . . .	\$ 0.85	\$ 0.63	\$ 0.72
Diluted earnings per share . . . . .	\$ 0.84	\$ 0.62	\$ 0.72

## 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, 2018, 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 new capital rules establish a “capital conservation buffer,” which must consist entirely of common equity Tier 1 capital. The capital conservation buffer is to be phased-in over four years beginning on January 1, 2016. The buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. The Company and HBC must maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. 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, 2018.

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, 2018 and December 31, 2017, 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, 2018, and December 31, 2017.

	Actual		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio <sup>(1)</sup>
(Dollars in thousands)				
<u>As of December 31, 2018</u>				
Total Capital . . . . .	\$ 344,597	15.0 %	\$ 227,514	9.875 %
(to risk-weighted assets)				
Tier 1 Capital . . . . .	\$ 276,675	12.0 %	\$ 181,435	7.875 %
(to risk-weighted assets)				
Common Equity Tier 1 Capital . . . . .	\$ 276,675	12.0 %	\$ 146,876	6.375 %
(to risk-weighted assets)				
Tier 1 Capital . . . . .	\$ 276,675	8.9 %	\$ 124,726	4.000 %
(to average assets)				

(1) Includes 1.875% capital conservation buffer, effective January 1, 2018, except the Tier 1 Capital to average assets ratio.

	Actual		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio <sup>(1)</sup>
(Dollars in thousands)				
<u>As of December 31, 2017</u>				
Total Capital . . . . . (to risk-weighted assets)	\$ 288,754	14.4 %	\$ 185,338	9.250 %
Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 229,258	11.4 %	\$ 145,265	7.250 %
Common Equity Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 229,258	11.4 %	\$ 115,210	5.750 %
Tier 1 Capital . . . . . (to average assets)	\$ 229,258	8.0 %	\$ 114,959	4.000 %

(1) Includes 1.25% capital conservation buffer, effective January 1, 2017, except the Tier 1 Capital to average assets ratio.

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, 2018, and December 31, 2017.

	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio <sup>(1)</sup>
(Dollars in thousands)						
<u>As of December 31, 2018</u>						
Total Capital . . . . . (to risk-weighted assets)	\$ 322,283	14.0 %	\$ 230,275	10.0 %	\$ 227,397	9.875 %
Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 293,730	12.8 %	\$ 184,220	8.0 %	\$ 181,342	7.875 %
Common Equity Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 293,730	12.8 %	\$ 149,679	6.5 %	\$ 146,800	6.375 %
Tier 1 Capital . . . . . (to average assets)	\$ 293,730	9.4 %	\$ 155,832	5.0 %	\$ 124,666	4.000 %

(1) Includes 1.875% capital conservation buffer, effective January 1, 2018, 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 <sup>(1)</sup>
(Dollars in thousands)						
As of December 31, 2017						
Total Capital . . . . . (to risk-weighted assets)	\$ 265,102	13.2 %	\$ 200,274	10.0 %	\$ 185,253	9.250 %
Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 244,790	12.2 %	\$ 160,219	8.0 %	\$ 145,198	7.250 %
Common Equity Tier 1 Capital . . . . . (to risk-weighted assets)	\$ 244,790	12.2 %	\$ 130,178	6.5 %	\$ 115,157	5.750 %
Tier 1 Capital . . . . . (to average assets)	\$ 244,790	8.5 %	\$ 143,655	5.0 %	\$ 114,924	4.000 %

(1) Includes 1.25% capital conservation buffer, effective January 1, 2017, except the Tier 1 Capital to average assets ratio.

The Subordinated Debt, net of unamortized issuance costs, totaled \$39,369,000 at December 31, 2018, and qualifies as Tier 2 capital for the Company under the guidelines established by the Federal Reserve Bank.

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, 2018, HBC would not be required to obtain regulatory approval, and the amount available for cash dividends is \$22,057,000. 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 \$17,000,000 and \$16,000,000 for the years ended December 31, 2018 and 2017, respectively.

## 19) Revenue Recognition

On January 1, 2018, the Company adopted ASU No. 2014-09 (*Topic 606*) and all subsequent ASUs that modified Topic 606. As stated in Note 1 *Basis of Presentation*, the implementation of the new standard did not have a material impact on the measurement or recognition of revenue; as such, a cumulative effect adjustment to opening retained earnings was not deemed necessary. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts were not adjusted and continue to be reported in accordance with our historic accounting under Topic 605.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, financial guarantees, gain on sale of securities, bank-owned life insurance, gain on sales of SBA loans, and certain credit card fees are also not in scope of the new guidance. Topic 606 is applicable to noninterest revenue streams such as deposit related fees, interchange fees, and merchant income. However, the recognition of these revenue streams did not change significantly upon adoption of Topic 606. Substantially all of the Company's revenue is generated from contracts with customers. The following noninterest income revenue streams are in-scope of Topic 606:

Service charges and fees on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. We

sometimes charge customers fees that are not specifically related to the customer accessing its funds, such as account maintenance or dormancy fees. The amount of deposit fees assessed varies based on a number of factors, such as the type of customer and account, the quantity of transactions, and the size of the deposit balance. We charge, and in some circumstances do not charge, fees to earn additional revenue and influence certain customer behavior. An example would be where we do not charge a monthly service fee, or do not charge for certain transactions, for customers that have a high deposit balance. Deposit fees are considered either transactional in nature (such as wire transfers, nonsufficient fund fees, and stop payment orders) or non-transactional (such as account maintenance and dormancy fees). These fees are recognized as earned or as transactions occur and services are provided. Check orders and other deposit account related fees are largely transactional based and, therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the periods indicated:

	<b>Year Ended December 31,</b>	
	<b>2018</b>	<b>2017</b>
	<b>(Dollars in thousands)</b>	
Noninterest Income In-scope of Topic 606:		
Service charges and fees on deposit accounts .....	\$ 4,113	\$ 3,231
Noninterest Income Out-of-scope of Topic 606 .....	5,461	6,381
Total noninterest income .....	<u>\$ 9,574</u>	<u>\$ 9,612</u>

## 20) Noninterest Expense

The following table indicates the percentage of noninterest expense in each category for the periods indicated:

	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<b>(Dollars in thousands)</b>		
Salaries and employee benefits .....	\$ 40,193	\$ 35,719	\$ 33,386
Other acquisition and integration related costs .....	5,598	671	—
Occupancy and equipment .....	5,411	4,578	4,378
Severance and retention acquisition costs <sup>(1)</sup> .....	3,569	—	—
Professional fees .....	2,891	2,982	3,471
Software subscriptions .....	2,343	1,831	1,573
Data processing .....	1,978	1,483	1,331
Amortization of intangible assets .....	1,943	1,361	1,568
Insurance expense .....	1,685	1,529	1,275
Recovery of legal fees <sup>(2)</sup> .....	(922)	—	—
Other .....	10,832	10,584	10,657
Total .....	<u>\$ 75,521</u>	<u>\$ 60,738</u>	<u>\$ 57,639</u>

(1) Included in Salaries and employee benefits in the Consolidated Statements of Income.

(2) Included in Professional fees in the Consolidated Statements of Income.

## 21) 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.

	Year Ended December 31, 2018		
	Banking <sup>(1)</sup>	Factoring	Consolidated
	(Dollars in thousands)		
Interest income . . . . .	\$ 115,147	\$ 14,698	\$ 129,845
Intersegment interest allocations . . . . .	1,856	(1,856)	—
Total interest expense . . . . .	7,822	—	7,822
Net interest income . . . . .	109,181	12,842	122,023
Provision for loan losses . . . . .	7,224	197	7,421
Net interest income after provision . . . . .	101,957	12,645	114,602
Noninterest income . . . . .	8,662	912	9,574
Noninterest expense <sup>(2)</sup> . . . . .	69,164	6,357	75,521
Intersegment expense allocations . . . . .	753	(753)	—
Income before income taxes . . . . .	42,208	6,447	48,655
Income tax expense . . . . .	11,418	1,906	13,324
Net income . . . . .	<u>\$ 30,790</u>	<u>\$ 4,541</u>	<u>\$ 35,331</u>
Total assets . . . . .	\$ 3,028,721	\$ 67,841	\$ 3,096,562
Loans, net of deferred fees . . . . .	\$ 1,832,815	\$ 53,590	\$ 1,886,405
Goodwill . . . . .	\$ 70,709	\$ 13,044	\$ 83,753

(1) Includes the holding company's results of operations.

(2) The banking segment's noninterest expense includes acquisition costs of \$9,167,000.

	Year Ended December 31, 2017		
	Banking <sup>(1)</sup>	Factoring	Consolidated
	(Dollars in thousands)		
Interest income . . . . .	\$ 95,027	\$ 11,884	\$ 106,911
Intersegment interest allocations . . . . .	1,126	(1,126)	—
Total interest expense . . . . .	5,387	—	5,387
Net interest income . . . . .	90,766	10,758	101,524
Provision for loan losses . . . . .	102	(3)	99
Net interest income after provision . . . . .	90,664	10,761	101,425
Noninterest income . . . . .	8,559	1,053	9,612
Noninterest expense <sup>(2)</sup> . . . . .	53,860	6,878	60,738
Intersegment expense allocations . . . . .	528	(528)	—
Income before income taxes . . . . .	45,891	4,408	50,299
Income tax expense <sup>(3)</sup> . . . . .	24,266	2,205	26,471
Net income . . . . .	<u>\$ 21,625</u>	<u>\$ 2,203</u>	<u>\$ 23,828</u>
Total assets . . . . .	\$ 2,780,286	\$ 63,166	\$ 2,843,452
Loans, net of deferred fees . . . . .	\$ 1,533,841	\$ 48,826	\$ 1,582,667
Goodwill . . . . .	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operations.

(2) Includes \$671,000 pre-tax acquisition costs related to the Tri-Valley and United American proposed mergers in the banking segment.

(3) Includes \$7,103,000 of expense associated with remeasurement of the net DTA, of which \$6,749,000 was in the banking segment, and \$354,000 was in the factoring segment.

	Year Ended December 31, 2016		
	Banking <sup>(1)</sup>	Factoring	Consolidated
	(Dollars in thousands)		
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.

## 22) 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,	
	2018	2017
	(Dollars in thousands)	
<b>Assets</b>		
Cash and cash equivalents .....	\$ 21,358	\$ 22,940
Investment in subsidiary bank .....	384,516	286,770
Other assets .....	1,194	916
Total assets .....	<u>\$ 407,068</u>	<u>\$ 310,626</u>
<b>Liabilities and Shareholders' Equity</b>		
Subordinated debt, net of issuance costs .....	39,369	39,183
Other liabilities .....	233	204
Shareholders' equity .....	367,466	271,239
Total liabilities and shareholders' equity .....	<u>\$ 407,068</u>	<u>\$ 310,626</u>

### Condensed Statements of Operations

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Dividend from subsidiary bank .....	\$ 17,000	\$ 16,000	\$ 18,000
Other income .....	—	114	—
Interest expense .....	(2,315)	(1,394)	(11)
Other expenses .....	(3,030)	(2,270)	(2,568)
Income before income taxes and equity in net income of subsidiary bank .	11,655	12,450	15,421
Equity in undistributed net income of subsidiary bank:			
Undistributed net income of subsidiary bank .....	22,161	10,078	10,897
Income tax benefit .....	1,515	1,300	1,063
Net income .....	35,331	23,828	27,381
Dividends and discount accretion on preferred stock .....	—	—	(1,512)
Net income available to common shareholders .....	<u>\$ 35,331</u>	<u>\$ 23,828</u>	<u>\$ 25,869</u>

## Condensed Statements of Cash Flows

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Cash flows from operating activities:			
Net Income	\$ 35,331	\$ 23,828	\$ 27,381
Adjustments to reconcile net income to net cash provided by operations:			
Amortization of restricted stock award, net	1,109	912	479
Equity in undistributed net income of subsidiary bank	(22,161)	(10,078)	(10,897)
Net change in other assets and liabilities	(64)	224	(109)
Net cash provided by operating activities	<u>14,215</u>	<u>14,886</u>	<u>16,854</u>
Cash flows from financing activities:			
Net change in purchased funds and other short-term borrowings	—	—	(3,000)
Equity investment in subsidiary bank	—	(20,000)	—
Payment of cash dividends	(18,464)	(15,238)	(13,627)
Proceeds from issuance of subordinated debt, net of issuance costs	—	39,073	—
Proceeds from exercise of stock options	2,667	1,368	938
Net cash provided by (used in) financing activities	<u>(15,797)</u>	<u>5,203</u>	<u>(15,689)</u>
Net increase (decrease) in cash and cash equivalents	(1,582)	20,089	1,165
Cash and cash equivalents, beginning of year	22,940	2,851	1,686
Cash and cash equivalents, end of year	<u>\$ 21,358</u>	<u>\$ 22,940</u>	<u>\$ 2,851</u>

### 23) Quarterly Financial Data (Unaudited)

The following table discloses the Company's selected unaudited quarterly financial data:

	Quarter Ended			
	12/31/2018	9/30/2018	6/30/2018	3/31/2018
	(Dollars in thousands, except per share amounts)			
Interest income	\$ 35,378	\$ 34,610	\$ 31,980	\$ 27,877
Interest expense	2,318	2,159	1,816	1,529
Net interest income	<u>33,060</u>	<u>32,451</u>	<u>30,164</u>	<u>26,348</u>
Provision (credit) for loan losses	142	(425)	7,198	506
Net interest income after provision for loan losses	<u>32,918</u>	<u>32,876</u>	<u>22,966</u>	<u>25,842</u>
Noninterest income	2,393	2,206	2,780	2,195
Noninterest expense <sup>(1)</sup>	<u>16,941</u>	<u>17,728</u>	<u>24,862</u>	<u>15,990</u>
Income before income taxes	<u>18,370</u>	<u>17,354</u>	<u>884</u>	<u>12,047</u>
Income tax expense (benefit)	5,138	4,979	(31)	3,238
Net income	<u>\$ 13,232</u>	<u>\$ 12,375</u>	<u>\$ 915</u>	<u>\$ 8,809</u>
Earnings per common share				
Basic	\$ 0.31	\$ 0.29	\$ 0.02	\$ 0.23
Diluted	\$ 0.30	\$ 0.28	\$ 0.02	\$ 0.23

(1) Includes \$139,000, \$199,000, \$8,214,000, and \$615,000 pre-tax acquisition costs in the fourth, third, second and first quarters of 2018, respectively, related to the Tri-Valley and United American mergers.

	Quarter Ended			
	12/31/2017	9/30/2017	6/30/2017	3/31/2017
	(Dollars in thousands, except per share amounts)			
Interest income	\$ 28,152	\$ 27,955	\$ 26,107	\$ 24,697
Interest expense	1,708	1,634	1,174	871
Net interest income	26,444	26,321	24,933	23,826
Provision for loan losses	(291)	115	(46)	321
Net interest income after provision for loan losses	26,735	26,206	24,979	23,505
Noninterest income	2,564	2,460	2,293	2,295
Noninterest expense <sup>(1)</sup>	15,322	14,834	15,254	15,328
Income before income taxes	13,977	13,832	12,018	10,472
Income tax expense <sup>(2)</sup>	12,719	5,249	4,569	3,934
Net income	\$ 1,258	\$ 8,583	\$ 7,449	\$ 6,538
Earnings per common share				
Basic	\$ 0.03	\$ 0.22	\$ 0.20	\$ 0.17
Diluted	\$ 0.03	\$ 0.22	\$ 0.19	\$ 0.17

(1) Includes \$671,000 pre-tax acquisition costs in the fourth quarter of 2017, related to the Tri-Valley and United American proposed mergers.

(2) Includes \$7,103,000 of expense associated with remeasurement of net DTA in the fourth quarter of 2017.

#### 24) Subsequent Events

On January 24, 2019, the Company announced that its Board of Directors declared a \$0.12 per share quarterly cash dividend to holders of common stock. The dividend will be paid on February 21, 2019 to shareholders of record on February 7, 2019.

Heritage Bank of Commerce, the Company's banking subsidiary, has two secured commercial real estate nonaccrual loans outstanding to entities affiliated with DC Solar Solutions, Inc ("DC Solar"), with an aggregate principal amount of approximately \$3.3 million. In February, 2019, DC Solar and a number of its affiliates, including each of the borrowers of the loans, filed a Chapter 11 petition under the Bankruptcy Code. Also in February 2019, the Company became aware of an affidavit signed by a Federal Bureau of Investigation special agent filed in a related forfeiture action in the United States District Court for the Eastern District of California in which it is alleged that DC Solar, its principals and affiliates engaged in fraudulent conduct characterized as a "Ponzi scheme" involving tax credit investments. Neither Heritage Commerce Corp nor Heritage Bank of Commerce was an investor or a party in the DC Solar tax credit investments. There is no material effect on the Company's financial statements as of or for the year ended December 31, 2018.

**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, 2018**

I, Walter T. Kaczmarek, certify that:

1. I have reviewed this Annual Report on Form 10-K for the Year Ended December 31, 2018 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

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Walter T. Kaczmarek  
*President and Chief Executive Officer*  
Heritage Commerce Corp

Date: March 14, 2019



**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, 2018**

I, Lawrence D. McGovern, certify that:

1. I have reviewed this Annual Report on Form 10-K for the Year Ended December 31, 2018 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

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Lawrence D. McGovern  
*Executive Vice President and Chief Financial Officer*  
Heritage Commerce Corp

Date: March 14, 2019

**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, 2018**

In connection with the Annual Report of Heritage Commerce Corp (the “Company”) on Form 10-K for the year ended December 31, 2018 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 14, 2019

**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, 2018**

In connection with the Annual Report of Heritage Commerce Corp (the “Company”) on Form 10-K for the year ended December 31, 2018 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 14, 2019

# Corporate Information

## Board of Directors

**Jack Conner, Chair**  
**Ranson W. Webster, Vice Chair**  
**Julianne M. Biagini-Komas**  
**Frank G. Bisceglia**  
**Jason DiNapoli**  
**Steven L. Hallgrimson**  
**Walter T. Kaczmarek**  
**Robert T. Moles**  
**Laura Roden**  
**Keith A. Wilton**

## Executive Management

**Walter T. Kaczmarek**  
*President & Chief Executive Officer*

**Keith A. Wilton**  
*President, Heritage Bank of Commerce*  
*Chief Operating Officer*

**Frank M. Bartaldo**  
*Executive Vice President*  
*Regional Manager*

**Michael E. Benito**  
*Executive Vice President*  
*Banking Division*

**Margo G. Butsch**  
*Executive Vice President*  
*Chief Credit Officer*

**Robert P. Gionfriddo**  
*Executive Vice President*  
*Director of Business Development*

**Lawrence D. McGovern**  
*Executive Vice President*  
*Chief Financial 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*

**Glen E. Shu**  
*President*  
*Bay View Funding*

**May K. Y. Wong**  
*Executive Vice President*  
*Controller*

## 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

**Livermore**  
1987 First Street  
Livermore, CA 94550  
925.791.4360

**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

**Redwood City**  
2400 Broadway, Suite 100  
Redwood City, CA 94063  
650.298.7000

**San Mateo**  
101 South Ellsworth Avenue, Suite 110  
San Mateo, CA 94401  
650.579.1500

**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

Equiniti Trust Company  
EQ Shareowner Services  
1110 Centre Pointe Curve, Suite 101  
Mendota Heights, MN 55120  
1.800.468.9716

## Independent Auditors

Crowe 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

HERITAGE  
COMMERCE CORP

150 Almaden Boulevard | San Jose, CA 95113 | 408.947.6900

[HeritageCommerceCorp.com](http://HeritageCommerceCorp.com)