



**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE ATTACHMENT

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18 Can any resulting loss be recognized? ▶ SEE ATTACHMENT

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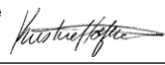
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHMENT

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶  Date ▶ 2/18/22

Print your name ▶ E. Allen Nicholson Title ▶ EVP and Chief Financial Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KRISTINE HOEFLIN		2/18/22		P00786821
	Firm's name ▶ MOSS ADAMS LLP	Firm's EIN ▶ 91-0189318		Phone no. (949) 221 - 4000	
	Firm's address ▶ 2040 MAIN STREET, STE 900 IRVINE, CA 92614				

**Suncrest Bank**  
**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**

**Form 8937 Part I, Box 9:**

The securities subject to reporting include all shares of CVB Financial Corp. ("CVB") common stock issued in exchange for the outstanding common stock of Suncrest Bank ("Suncrest") as a result of the merger of Suncrest with and into CVB on January 7, 2022.

**Form 8937 Part II, Box 14:**

On January 7, 2022, Suncrest completed a merger with CVB. Pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of July 27, 2021, Suncrest merged with and into Citizens Business Bank, a wholly-owned subsidiary of CVB. As a result of the merger, CVB is the surviving corporation with Citizens Business Bank continuing as the surviving banking corporation while Suncrest ceased to exist as a corporation.

As noted in the Agreement and Plan of Merger, dated July 27, 2021, Suncrest shareholders received .6970 shares of CVB common stock and \$2.69 in cash for each share of Suncrest stock. No fractional shares of CVB common stock were issued in the merger, rather CVB paid cash in lieu of fractional shares.

**Form 8937 Part II, Box 15 & 16:**

The Merger was structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended. The tax basis of the shares of CVB common stock received by a Suncrest shareholder will be the same as the basis of the shares of Suncrest common stock surrendered in exchange for the shares of CVB common stock, plus any gain recognized by such shareholder in the Merger, and minus any cash received by the shareholder in the Merger. Pursuant to the applicable tax provisions, gain is recognized as a result of the Merger to the extent that the fair market value of stock and cash received exceeds the basis in the shares, but gain shall not be recognized in excess of the amount of cash received. Loss is not recognized. The fair market value of CVB common stock, based on the stock price at the time of merger, as listed on the NASDAQ, is \$22.87

A Suncrest shareholder who received cash in lieu of a fractional share interest in CVB common stock will be treated as having received such cash in full payment for such fractional share of stock. Since the shareholder did not receive CVB common stock in exchange for the fractional share interest, there will be no new basis to compute.

**Form 8937 Part II, Box 17:**

CVB's acquisition of Suncrest, pursuant to the merger completed on January 7, 2022, was structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. In general, the income tax consequences to the shareholders are determined under Internal Revenue Code sections 302, 354, 356, 358, 368, and 1221.

**Form 8937 Part II, Box 18:**

In general, each Suncrest shareholder who received CVB common stock and cash for all of his Suncrest stock cannot recognize any loss. A Suncrest shareholder who received cash in lieu of a fractional share of Suncrest common stock may recognize loss if the amount of cash received is less than the basis in the fractional share, as applicable.

**Form 8937 Part II, Box 19:**

In general, any adjustment to the tax basis that causes gain or loss recognized by the Suncrest shareholder as a result of the completion of the Merger should be reported for the taxable year which includes January 7, 2022. A calendar year shareholder would report the transaction on a 2022 federal income tax return. The holding period of CVB common stock received in exchange for shares of Suncrest common stock will include the holding period of the Suncrest common stock for which it is exchanged. A holder of Suncrest common stock who received cash in lieu of a fractional share of CVB common stock will generally be treated as having received the fractional share pursuant to the merger and then as having sold the fractional share of CVB common stock for cash. As a result, a holder of Suncrest common stock will generally recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share interest. The gain or loss will generally be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for such shares is greater than one year. Capital losses deductibility may be subject to limitations

**No ruling from the Internal Revenue Service (the "IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the Merger described in this report. This report is not binding on the IRS and the IRS and the U.S. courts could disagree with one or more of the positions described above.**

**The above information does not constitute tax advice. It does not address the tax consequences that may apply to any particular shareholder, and each shareholder is urged to consult his or her own tax advisor regarding the tax consequences of the merger.**