

CVB FINANCIAL CORP.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Policy Number:	LEGAL-C-004
Policy Owner:	LEGAL DEPARTMENT
MCC Sponsor:	Richard Wohl
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Purpose

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of CVB Financial Corp. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) (1) to assist the Board by identifying individuals qualified to become Board members, (2) to recommend to the Board the director nominees for the next annual meeting of shareholders; (3) to recommend to the Board director nominees for each committee; and (4) to develop and recommend a set of corporate governance principles applicable to the Company.

Committee Membership

The Nominating Committee shall be comprised of three or more directors, all of whom qualify as independent directors (“Independent Directors”) as defined under applicable rules of the Securities and Exchange Commission and The NASDAQ Stock Market LLC, as amended from time to time (“NASDAQ”). Any attempted appointment to the Nominating Committee of a person who does not qualify as an Independent Director shall be null and void. Any Nominating Committee member who loses the status of an Independent Director shall automatically and without further action cease to be a member of the Nominating Committee as soon as such status is lost.

The members of the Nominating Committee shall be nominated by the Board and elected annually to one-year terms by majority vote of the Board at the first meeting of the Board to be held following the annual meeting of shareholders. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. Except as noted above, no member of the Committee shall be removed except by majority vote of the Independent Directors then in office.

Committee Authority and Responsibilities

1. The Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms, provided that any search firm engagement shall otherwise comply with the Company’s vendor management policies. The Nominating Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. In the event there are vacancies on the Board, the Nominating Committee shall actively seek individuals qualified to become board members for recommendation to the Board. The Nominating Committee will consider the factors in the attached Appendix A relating

to Board Composition and Leadership. The Nominating Committee shall review with the Board the requisite skills and characteristics of any potential new Board members.

3. The Nominating Committee shall develop and recommend to the Board to approve a set of corporate governance principles applicable to the Company and review such guidelines at least annually and make changes as necessary.
4. The Nominating Committee shall receive communications from shareholders, employees or other persons regarding any matters of concern by following the process identified in a set of guidelines approved by this Nominating Committee in the attached Appendix A.
5. The Nominating Committee may delegate its authority to subcommittees when appropriate; provided, however, that no subcommittee shall consist of fewer than two members.
6. The Nominating Committee shall make regular reports to the Board and keep written minutes of its meetings.
7. The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating Committee shall annually review its own performance.
8. The Nominating Committee shall oversee the annual evaluation of the Board of Directors and report to the Board its assessment of the Board's performance.
9. The Nominating Committee shall establish an agenda each year of subjects to be discussed during the year (to the degree this can be reasonably foreseen).

APPENDIX A

I. Board Composition and Leadership

A. Composition of Board

A principal goal of the Board is to optimize the availability of independent and diverse backgrounds and perspectives and to give advice to the President and Chief Executive Officer and management, to increase the quality of Board oversight and governance and to lessen the possibility of conflicts of interest. Accordingly, the Board should consist predominantly of Independent Directors. The President and Chief Executive Officer of the Company reports directly to the full Board.

B. Size of Board

The Board should be comprised of a sufficient number of directors to enable the Board to properly perform its responsibilities and achieve its governance objectives and goals. The Company's Bylaws currently provide that the Board will consist of between 7 and 13 members. The Board should be a group small enough to permit substantive discussions of the whole Board in which each director can participate meaningfully and large enough that committee work does not become unduly burdensome. In addition, we seek a broad range of skills, expertise, industry knowledge, backgrounds, diversity considerations and contacts useful to the Company's business.

C. Director Independence

The Nominating Committee is responsible for reviewing with the Board annually the appropriate criteria and standards for determining director independence consistent with all applicable legal requirements and the rules of The NASDAQ Stock Market LLC and the rules and regulations of the Securities Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Nominating Committee shall otherwise review relationships and situations which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out responsibilities of an Independent Director.

D. Selection of New Directors

The goal of the Nominating Committee is to maintain a strong, experienced and diverse Board by continually assessing the individual directors' respective business and personal backgrounds, current responsibilities, community involvement, commitment to the Company, expected period of time available for service, and independence. Other important factors to be considered by the Nominating Committee in the selection of nominees for the position of non-employee director include current knowledge and contacts in the Company's industry and other industries relevant to the Company's business, ability to work together as an effective group and ability to commit adequate time to serve as a director. In addition, the Nominating Committee will consider diversity of viewpoints, background, experience (including skill diversity) and other demographics in the selection of nominees, including Board diversity considerations required for the Company to be in compliance with applicable law in the State of California and the rules of NASDAQ.

The Nominating Committee will consider candidates recommended by shareholder(s) utilizing the same criteria as candidates identified by the Nominating Committee. Pursuant to Section 2.11 of the Company's Bylaws, any nominations by shareholders of persons for election to our Board of Directors must be delivered to the Company's Corporate Secretary, at the address specified below, no later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the anniversary date of the Company's annual meeting for the preceding year.

In order to be deemed to be in proper form under Section 2.11 of the Company's Bylaws, any such shareholder nomination must include, as to each nominee, (1) all information relating to such person that is generally required to be disclosed in connection with solicitations of proxies for the election of directors in accordance with Regulation 14A under the Exchange Act, including information required in response to a director's questionnaire in a form provided by the Company to the nominating shareholder, (2) the nominee's written consent to being named in the proxy statement and to serving as a director if elected, (3) the number of shares of capital stock in any depository institution or bank holding company (including the Company) owned by the nominee, and any hedging or similar transactions entered into by the nominee in order to increase or decrease the risks or voting power of such stockholdings, (4) whether the nominee would qualify as an "independent director" or "audit committee financial expert" under applicable law or NASDAQ regulations, (5) certain additional background information concerning the nominee, including any criminal convictions or bankruptcy petitions, and (6) any arrangements or understandings between the nominating shareholder and nominee relating to the nomination.

In addition, pursuant to these same provisions of our Bylaws, the nominating shareholder must provide information concerning (1) the name and address of such shareholder, (2) the number of shares of the Company's capital stock owned by such shareholder and any derivative positions in the Company's stock held by or on behalf of such shareholder, (3) any other shareholders or beneficial owners known by such shareholder to support the nomination being proposed, and (4) whether such shareholder is prepared to deliver a proxy statement or solicitation in support of the nomination.

The Nominating Committee is responsible for annually reviewing and evaluating with the Board the appropriate backgrounds, skills and diversity characteristics required of Board members in the context of the current composition of the Board and our goals for nominees to the Board, including nominees who are current Board members. The Board is responsible for selecting and recommending nominees for election by the Company's shareholders and for making interim appointments of Directors in accordance with the Company's Bylaws. The Board delegates the screening process to the Nominating Committee under the direction of the Chair of the Nominating Committee and with direct input from the Chairman of the Board and the President and Chief Executive Officer. The Chair of the Nominating Committee may authorize the President and Chief Executive Officer or any other representative of the Board, speaking on behalf of the Board, to extend invitations to join the Board to new Director candidates.

E. Director Education and Orientation

All directors are expected to be knowledgeable about the Company and its industry. This knowledge is gained from attendance at Board meetings, periodic Director training sessions,

regular meetings with management of the Company, reading of appropriate industry, corporate governance and directorship literature and attendance at educational seminars. Management may also conduct orientation or information sessions for new and seasoned directors.

F. Term of Directors

The Board does not favor a formal rotation process or term limits for non-employee directors. The Board believes it is important to monitor overall Board performance and to have a process for bringing in new members, to address changing needs of the Company, to bring fresh perspectives to the challenges facing the Company as circumstances warrant, and to ensure that the Company maintains compliance with applicable California state law and NASDAQ Board diversity requirements. The Board also recognizes the value of having non-employee Directors who have demonstrated a commitment to serving the Company. Accordingly, as part of each annual evaluation of the Board's performance, the Nominating Committee will reassess the right mix of skills, background, diversity characteristics, experience, contacts and other qualities for the Board. Then, each year, the Chairman of the Board and the Chair of the Nominating Committee (in consultation with the President and Chief Executive Officer) will propose to the Nominating Committee a group of directors who would be nominated for re-election. The Nominating Committee will then recommend to the Board the group to be nominated to the full Board.

G. Board Compensation

The Compensation Committee is responsible for reviewing and recommending, on an annual basis, the compensation for non-employee directors. The Compensation Committee may engage consultants or rely upon industry information obtained by Company management for the purpose of analyzing and considering how the Company's director compensation practices compare with those of other public and peer group corporations. Any change in Board compensation shall be made upon the recommendation of the Compensation Committee, and following discussion and concurrence by the full Board.

H. Minimum Stock Ownership

Effective in September 2019, the Nominating Committee adopted the requirement that each director should maintain meaningful ownership of the Company's voting securities in an amount equal to at least three times the base annual fees paid for services as a director, which base annual fees are currently set at \$70,000, for a total stock ownership requirement of \$210,000. The Nominating Committee provided that this requirement may be fulfilled by new directors on a reasonably timely basis through the vesting of annual stock grants provided to the Company's directors.

COMMUNICATIONS WITH BOARD OF DIRECTORS

Shareholders wishing to contact the Company's Board of Directors confidentially, including a committee of the Board of Directors, may do so by email at, www.Reportit.net, User name: Citizens, Password: Citizens.

Nonconfidential communications may be sent to the Board of Directors at

CVB Financial Corp.
701 North Haven Avenue, Suite 350
Ontario, California 91764

All communications sent to any member or committee of the Board will be communicated with the entire Board unless otherwise specified by the sender.

Any person (including employees) with a complaint or concern regarding accounting, internal accounting controls or auditing matters, can communicate directly with the Audit Committee, either anonymously or by name, using any of the following methods adopted by the Audit Committee:

- A. By email to, www.Reportit.net, User name: Citizens, Password: Citizens.
- B. By phoning, Report It at, 1(877) 778-5463. Employees may call this number anonymously if they prefer because it is not equipped with caller identification. However, the Audit Committee will be unable to obtain follow-up details from anonymous calls that may be necessary to investigate the matter.