

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

18 Can any resulting loss be recognized? ▶ See Attachment

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

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 ▶ *F. Allen Nicholson* Date ▶ 6/3/26
Print your name ▶ F. Allen Nicholson Title ▶ EVP/CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Kristine Hoeflin	<u><i>Kristine Hoeflin</i></u>	5/28/2026		P00786821
	Firm's name ▶ Baker Tilly Advisory Group, LP	Firm's EIN ▶ 39-0859910		Phone no. (425) 259 - 7227	
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Heritage Commerce Corp

Attachment to Form 8937

Report of Organizational Actions Affecting Basis of Securities
Merger with CVB Financial Corp.

Form 8937 Part I, Box 9 - Classification and Description

The securities subject to reporting include shares of Heritage Commerce Corp. (“Heritage”) common stock exchanged for shares of CVB Financial Corp. (“CVBF”) common stock as a result of the merger of Heritage with and into CVBF on April 17, 2026. Heritage common stock was traded under ticker symbol HTBK prior to the merger, and CVBF common stock is traded under ticker symbol CVBF.

Form 8937 Part II, Box 14 - Description of Organizational Action

On April 17, 2026, Heritage merged with and into CVBF, with CVBF continuing as the surviving corporation (the “Merger”). Pursuant to the Agreement and Plan of Reorganization and Merger, dated as of December 17, 2025, each outstanding share of Heritage common stock, other than excluded shares, was converted into the right to receive 0.65 shares of CVBF common stock. No fractional shares of CVBF common stock were issued. A Heritage shareholder otherwise entitled to receive a fractional share of CVBF common stock received cash in lieu of such fractional share.

Form 8937 Part II, Boxes 15 and 16 - Quantitative Effect on Basis and Supporting Calculation

The Merger was structured and intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. A U.S. holder of Heritage common stock that received solely shares of CVBF common stock, or received CVBF common stock and cash solely in lieu of a fractional share of CVBF common stock, generally should not recognize gain or loss on the exchange of Heritage common stock for CVBF common stock, except with respect to any cash received in lieu of a fractional share of CVBF common stock.

The aggregate tax basis of the CVBF common stock received in the Merger, including any fractional share interest in CVBF common stock deemed received and exchanged for cash, generally should equal and was carried over from the holder’s aggregate tax basis in the Heritage common stock surrendered in the Merger. If a holder acquired different blocks of Heritage common stock at different times or at different prices, the holder’s tax basis and holding period in the CVBF common stock may be determined with reference to each block of Heritage common stock.

A Heritage shareholder that received cash in lieu of a fractional share of CVBF common stock generally should be treated as having received the fractional share of CVBF common stock in the Merger and then as having sold such fractional share for cash. The shareholder generally should recognize gain, if any, equal to the lesser of the amount of cash received or the gain realized with respect to the fractional share interest, determined by reference to the tax basis allocable to such fractional share interest. The amount of cash received and any gain recognized with respect to such fractional share interest should not increase, and should not be included in, the shareholder’s tax basis in the CVBF shares received.

The Nasdaq closing price of CVBF common stock on April 17, 2026 was \$20.68.

Form 8937 Part II, Box 17 - Applicable Internal Revenue Code Sections

The intended tax treatment of the Merger is based principally on Sections 354, 356, 358, and 368(a) of the Internal Revenue Code. Sections 302, 1001, 1221, and 1223 may also be relevant to the treatment of cash received in lieu of fractional shares, capital gain characterization, and holding period.

Form 8937 Part II, Box 18 - Loss Recognition

No loss is recognized in connection with the Merger transaction.

Form 8937 Part II, Box 19 - Other Information Necessary to Implement the Adjustment

Any gain recognized by a Heritage shareholder as a result of cash received in lieu of a fractional share of CVBF common stock should be reported for the taxable year that includes April 17, 2026. A calendar-year shareholder generally would report the transaction on the shareholder's 2026 federal income tax return.

The holding period of CVBF common stock received in exchange for Heritage common stock generally includes the holding period of the Heritage common stock surrendered in exchange therefor.

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

The information provided herein does not constitute tax advice. It does not address all aspects of U.S. federal income taxation that may be relevant to a particular shareholder or any tax consequences arising under state, local, foreign, or other tax laws. Each shareholder is urged to consult the shareholder's own tax advisor regarding the tax consequences of the Merger in the shareholder's particular circumstances.