

# Investor Presentation Acquisition of Sierra Vista Bank April 29, 2016

## Forward-Looking Statements

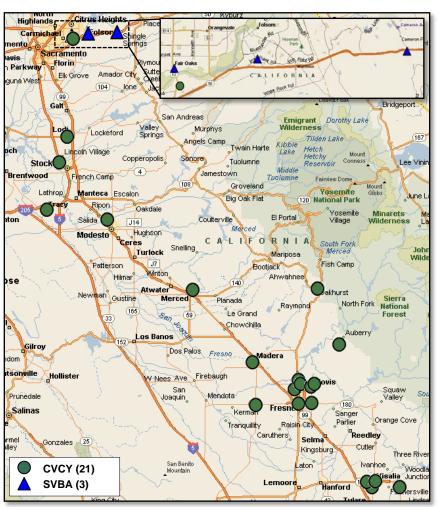
Certain matters discussed in this press release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained herein that are not historical facts, such as statements regarding the Company's current business strategy and the Company's plans for future development and operations, are based upon current expectations. These statements are forward-looking in nature and involve a number of risks and uncertainties. Such risks and uncertainties include, but are not limited to (1) significant increases in competitive pressure in the banking industry; (2) the impact of changes in interest rates, a decline in economic conditions at the international, national or local level on the Company's results of operations, the Company's ability to continue its internal growth at historical rates, the Company's ability to maintain its net interest margin, and the quality of the Company's earning assets; (3) changes in the regulatory environment; (4) fluctuations in the real estate market; (5) changes in business conditions and inflation; (6) changes in securities markets; (7) the risk that the merger might, for any reason, not occur, and (8) the other risks set forth in the Company's reports filed with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2015. Therefore, the information set forth in such forward-looking statements should be carefully considered when evaluating the business prospects of the Company.

Central Valley Community Bancorp will file a registration statement with the SEC, including a proxy statement/prospectus and other relevant documents concerning the proposed transaction. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. WE URGE INVESTORS TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE MERGER OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT/PROSPECTUS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. After it is filed with the SEC, the proxy statement/prospectus will be available for free, both on the SEC website (http://www.sec.gov) and from Central Valley Community Bancorp and Sierra Vista Bank.

All statements contained herein that are not historical facts or descriptions of terms of the merger agreement are based upon current expectations and estimates that have been made in good faith. Items set forth in forward-looking statements, or projecting future outcomes, are not guarantees of performance. All such items of information are subject to certain risks, uncertainties and assumptions, including those that will be identified in the registration statement and joint proxy statement/prospectus under which securities will be offered in the merger. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those presented herein. Many of the factors that will determine future results and values are beyond the Company's ability to control or predict.



### Sierra Vista Enhances Sacramento Presence



SVBA Q1 2016 Financial Highlights <sup>(1)</sup>			
Total Assets (\$mm)	156.1	Net Interest Margin	4.30%
Gross Loans (\$mm)	119.5	Efficiency Ratio	84.2%
Total Deposits (\$mm)	134.7	ROAA	0.31%
Loans / Deposits	88.7%	ROAE	2.65%
TCE/TA	11.56%	NPAs / Assets	0.71%
TRBC Ratio	13.55%	LLR / Gross Loans	1.41%

#### **Transaction Highlights**

- > \$1.5 billion in pro forma assets
- Market expansion in the Sacramento MSA
- Significant cost savings opportunity
- Opportunity to bring SVBA's deposit costs in line with CVCY's overall deposit costs
- Immediately accretive to earnings in 2016
- Internal rate of return greater than 20%



#### Transaction Overview

**Aggregate Transaction Value:** 

Approximately \$24.0 million(1)

**Implied Price per Share:** 

\$5.22 (2)

**Transaction Structure:** 

Approximately 54% Stock and 46% Cash (2)

**Pro Forma Ownership:** 

Approximately 91% CVCY and 9% SVBA(3)

Collar with Bilateral Double-Trigger Walkaway and Counterparty Cure Rights<sup>(4)</sup>:

Fixed Exchange Ratio of 0.2513 and Fixed Cash of \$2.18 per share when CVCY's 20-day volume weighted average closing price is between \$10.20 and \$13.80

Below \$10.20 and 15% underperformance by CVCY as compared to NASDAQ Bank Index, SVBA would have the right to terminate and above \$13.80 and 15% out performance by CVCY, CVCY would have the right to terminate

In either case, the counterparties may agree to adjust the aggregate cash or stock consideration, or any combination of the two to prevent a walkaway

**Shareholder Election:** 

Choice of (a) \$5.20 in cash, (b) 0.4333 shares of CVCY, or (c) \$2.18 + 0.2513 shares of CVCY, all subject to proration

**Board Representation:** 

One representative from SVBA to be appointed to the CVCY Board

**Required Approvals:** 

Customary regulatory approvals and SVBA shareholder approval

**Expected Closing:** 

2<sup>nd</sup> Half of 2016



- (1) Includes cash paid by SVBA to purchase any outstanding and unexercised SVBA in-the-money stock options and warrants, as further provided in the merger agreement.
- (2) Based on CVCY's closing price of \$12.07 on 4/28/2016 and also includes cash paid by SVBA to purchase any outstanding and unexercised SVBA in-the-money stock options and warrants
- 3) Based on 11,026,229 CVCY common shares outstanding as of 3/31/2016.
- Subject to certain terms and limitations in the merger agreement.

## Financial Impact and Assumptions

Price / TBV (Q1 '16):

1.33x

2017e EPS Impact:

~ 6.8%

**TBV Earnback:** 

~ 4.5 years

**Internal Rate of Return:** 

> 20%

Pro Forma
Capital Ratios<sup>(1)</sup>:

Tangible Common Equity / Tangible Assets: 8.97%
Common Equity Tier 1 Ratio: 12.48%
Leverage Ratio: 8.53%
Tier 1 Ratio: 12.87%
Total Risk Based Capital Ratio: 14.00%

**Earnings:** 

Street estimates for CVCY; conservative & lower growth assumptions for SVBA as compared to recent results

**Gross Loan Mark:** 

1.54% or approximately \$1.9 million

**Cost Savings** 

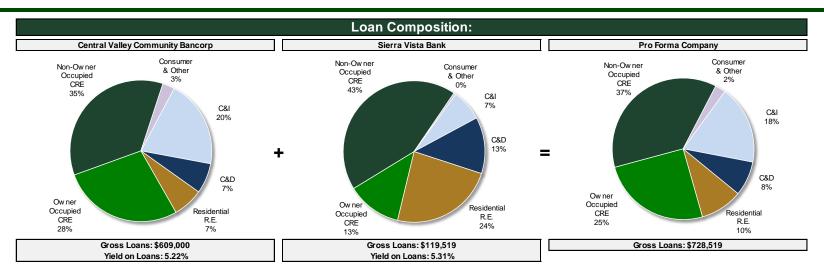
40% of SVBA's 2016e Noninterest Expense 50% phase-in for 2016 and 100% thereafter

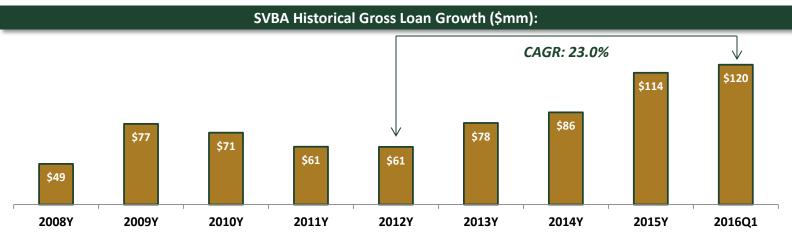
**Transaction Costs:** 

\$2.6 million Pre-Tax



## **Pro Forma Loan Composition**







Note III: Pro Forma loan balance does not include anticipated purchase accounting adjustments. Source: SNL Financial.

## **Pro Forma Deposit Composition**

