

# HERITAGE COMMERCE CORP

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## Heritage Commerce Corp Elects New Chairman of the Board

**San Jose, California.** Brad L. Smith, Chairman and Chief Executive Officer of Heritage Commerce Corp, (**NASDAQ: HTBK**) announced today that the Company's Board of Directors has elected Phillip R. Boyce to Chairman of the Board of Heritage Commerce Corp and its subsidiary bank, Heritage Bank of Commerce, effective February 1, 2003. Mr. Boyce has served as a member of the Heritage Commerce Corp Board of Directors since April 2002. Mr. Smith will remain CEO of Heritage Commerce Corp and was appointed CEO of Heritage Bank of Commerce by the Board of Directors at their January 2003 meeting.

The decision to separate the role of Chairman of the Board from Chief Executive Officer of the Company was recommended by Mr. Smith as a proactive response to recently enacted corporate governance guidelines and to allow Mr. Smith to focus on the operations of the company.

"Phil's vast knowledge of the banking and finance industry has been an invaluable asset to his fellow directors at Heritage and his leadership role as Chairman will serve to enhance our overall governance function," said Mr. Smith.

Mr. Boyce is currently Owner and President of Boyce Associates, a South Bay consulting firm, and is a founder and Director of EDC Biosystems. A 35-year veteran of California's banking industry, he was founder, Chairman and CEO of Pacific Western Bancshares for 18 years until it merged with Comerica Bank-California in 1994.

Mr. Boyce is active in numerous business and community organizations and holds Board positions on the Valley Foundation, COMPAC Silicon Valley, Silicon Valley Children's Shelter Fund, and Santa Clara Valley Parks Foundation. He resides in Saratoga with his wife Susan.

Heritage Commerce Corp, a bank holding company established in February 1998, is the parent company of Heritage Bank of Commerce, headquartered in San Jose. Heritage Bank of Commerce has three divisions: *Heritage Bank East Bay*, headquartered in the city of Fremont with an office in Danville; *Heritage Bank South Valley* in Morgan Hill with an office in Gilroy, and *Bank of Los Altos*, with two locations in Los Altos and one in Mountain View, and *SBA Loan Production Offices* in San Jose, Fresno, Santa Cruz, Elk Grove, Watsonville, Chico, Pittsburg, and Glendale.

### Forward Looking Statement Disclaimer

This release may contain forward-looking statements that are subject to risks and uncertainties. Such risks and uncertainties may include but are not necessarily limited to fluctuations in interest rates, inflation, government regulations and general economic conditions, and competition within the business areas in which the Company is conducting its operations, including the real estate market in California and other factors beyond the Company's control. Such risks and uncertainties could cause results for subsequent interim periods or for the entire year to differ materially from those indicated. For a discussion of factors, which could cause results to differ, please see the Company's reports on Forms 10-K and 10-Q as filed with the Securities and Exchange Commission and the Company's press releases. Readers should not place undue reliance on the forward-looking statements, which reflect management's view only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

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