CVB FINANCIAL CORP
Form DEF 14A
April 04, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ¨ Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material under Rule 14a-12

CVB FINANCIAL CORP.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CVB FINANCIAL CORP.

NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD THURSDAY, MAY 22, 2014

TO OUR SHAREHOLDERS:

The 2014 annual meeting of shareholders of CVB Financial Corp. will be held at the Citizens Business Bank Arena, located at 4000 East Ontario Center Parkway, Ontario, CA 91764, on Thursday, May 22, 2014, at 7:00 p.m. local time.

At our meeting, we will ask you to act on the following matters:

1. *Election of Directors*. Elect eight persons to the Board of Directors to serve a term of one year and until their successors are elected and qualified. The following eight persons are our nominees:

George A. Borba, Jr.	Raymond V. O Brien III
Stephen A. Del Guercio	Hal W. Oswalt
Robert M. Jacoby, C.P.A.	San E. Vaccaro
Christopher D. Myers	D. Linn Wiley

2. *Advisory Compensation Vote.* Consider an advisory (non-binding) proposal to approve the compensation of our named executive officers (Say-On-Pay).

3. *Ratification of Appointment of Independent Registered Public Accountants.* Ratify the appointment of KPMG LLP as our independent registered public accountants for 2014.

4. *Other Business.* Transact any other business that properly comes before the meeting.

Our Bylaws provide for the nomination of directors in the following manner:

Nominations for election of members of the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of voting stock of the corporation entitled to vote for the election of directors. Notice of intention to make any nominations, other than by the Board of Directors, shall be made in writing and shall be received by the President of the corporation no more than 60 days prior to any meeting of shareholders called for the election of directors, and no more than 10 days after the date the notice of such meeting is sent to shareholders pursuant to Section 2.2 of these bylaws; provided, however, that if only 10 days notice of the meeting is given to shareholders, such notice of intention to nominate shall be received by the President of the corporation not later than the time fixed in the notice of the meeting for the opening of the meeting. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of voting stock of the corporation owned by each proposed nominee; (d) the name and residence address of the notifying shareholder; and (e) the number of shares of voting stock of the corporation owned by the notifying shareholder. Nominations not made in accordance herewith shall be disregarded by the then chairman of the meeting, and the inspectors of election shall then disregard all votes cast for each nominee. Additional information regarding procedures for shareholders recommending nominees for directors is set forth under the heading Consideration of Shareholder Nominees.

If you were a shareholder of record at the close of business on March 28, 2014, you may vote at the meeting or at any postponement or adjournment of the meeting.

Important Notice Regarding the Availability of Proxy Materials

for the 2014 Annual Meeting of Shareholders to Be Held on May 22, 2014:

This Proxy Statement and our Annual Report on Form 10-K for the fiscal year 2013 are available on the Internet at: http://www.cbbank.com/annualmaterials.

IT IS IMPORTANT THAT ALL SHAREHOLDERS VOTE. WE URGE YOU TO PLEASE SIGN, DATE AND PROMPTLY RETURN YOUR PROXY CARD IN THE ENCLOSED ENVELOPE, OR VOTE BY TELEPHONE OR INTERNET, SO THAT YOUR SHARES WILL BE REPRESENTED WHETHER OR NOT YOU ATTEND THE ANNUAL MEETING. IF YOU DO ATTEND THE MEETING, YOU MAY THEN WITHDRAW YOUR PROXY AND VOTE IN PERSON.

IF YOU RECEIVED A PAPER COPY OF THIS PROXY STATEMENT AND A PROXY CARD, PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING OVER THE INTERNET OR BY TELEPHONE.

By Order of the Board of Directors

Myrna L. DiSanto
Corporate Secretary

Dated: April 10, 2014

PROXY STATEMENT

CVB FINANCIAL CORP.

701 North Haven Avenue, Suite 350

Ontario, California 91764

(909) 980-4030

This proxy statement contains information about the annual meeting of shareholders of CVB Financial Corp. to be held on Thursday, May 22, 2014, beginning at 7:00 p.m., local time, at the Citizens Business Bank Arena, located at 4000 East Ontario Center Parkway, Ontario, CA 91764, and at any postponements or adjournments of the meeting. CVB Financial Corp. is a bank holding company whose principal subsidiary is Citizens Business Bank. CVB Financial Corp. and Citizens Business Bank are sometimes referred to collectively in this proxy statement as the Company .

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

What Is the Purpose of This Proxy Statement?

The purpose of this proxy statement is to solicit your vote at our 2014 annual meeting of shareholders. This proxy statement summarizes the information you need to know to cast an informed vote at the meeting. The record date for those shareholders entitled to vote is March 28, 2014. On the record date there were 106,011,465 shares of our common stock outstanding.

Why Did I Receive a One-Page Notice of Internet Availability of Proxy Materials?

Beginning with our 2012 annual meeting of shareholders, we elected to use e-proxy as part of the distribution of our proxy materials pursuant to rules adopted by the Securities and Exchange Commission (SEC). On or about April 10, 2014 (the mailing date), we mailed to shareholders entitled to vote at the meeting, whose shares are held in a stock brokerage account or by a bank or other holder of record (street name), a notice about the Internet availability of the proxy materials (the Notice), instead of a paper copy of the proxy materials. Along with the proxy statement, we also made available by Internet our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. Because the vast majority of our shares are held in street name, the e-proxy process has allowed us to lower the costs of distribution of our proxy materials and reduce the environmental impact of our annual meeting.

Instructions on how to access the proxy materials over the Internet and to request a paper copy of the proxy materials, if desired, may be found in the Notice.

If you hold your CVB Financial Corp. shares in street name, please refer to the information provided by your bank, broker or other holder of record for instructions on how to elect to receive only electronic copies of future proxy statements and annual reports.

Why Didn t I Receive a One-Page Notice of Internet Availability of Proxy Materials?

On or about the mailing date, we mailed to shareholders entitled to vote at the meeting, whose shares are registered directly in their name with our transfer agent, Computershare (shareholders of record), and to any shareholders who have previously asked to receive paper copies of the proxy materials, a full set of the proxy materials, instead of the Notice.

How Do I Vote by Proxy?

You can vote by proxy whether or not you attend the annual meeting. Shareholders have a choice of voting over the Internet, by telephone or by using a traditional proxy card.

If you received a full set of proxy materials:

- To vote by Internet, go to www.investorvote.com/CVBF and follow the instructions there. You will need the 15-digit number included on your proxy card;

- To vote by telephone, dial the number listed on your proxy card. You will need the 15-digit number included on your proxy card;

- To vote by using the traditional proxy card, please sign and date the enclosed proxy card and return it promptly in the envelope provided.

If you received a Notice in lieu of a full set of proxy materials, follow the instructions printed on the Notice. To reduce our administrative and postage costs, we ask that you vote through the Internet or by telephone, both of which are available 24 hours a day. To ensure that your vote is counted, please remember to submit your vote by 7 p.m., Pacific Daylight Time, on May 22, 2014. Voting by proxy will not affect your right to attend the meeting and vote.

How Do I Vote in Person?

If you plan to attend the meeting and vote in person, we will give you a ballot form when you arrive. However, if your shares are held in the name of your broker, bank or other nominee, you must bring a legal proxy from your broker, bank or other nominee to vote the shares at the meeting.

How Will My Proxy Be Voted?

If you properly complete your proxy card and we receive it in time to vote, your proxy (one of the individuals named on your proxy card) will vote your shares as you have directed. If we receive an executed proxy card from you, on which you have not made specific choices with respect to the proposals, your proxy will vote your shares as recommended by the Board of Directors as follows:

- FOR the election of all eight nominees for director;

- FOR the advisory vote on the compensation of CVB Financial Corp. s named executive officers; and

- FOR ratification of the appointment of KPMG LLP as our independent registered public accountants for 2014.

If any other matter is presented, your proxy will vote in accordance with the recommendation of the Board of Directors, or, if no recommendation is given, in the proxy s own discretion. At the time this proxy statement went to press, we knew of no matters which needed to be acted on at the meeting, other than those discussed in this proxy statement.

How Many Votes Do I Have?

Each share of common stock entitles you to one vote. The proxy card indicates the number of shares of common stock that you own. However, in the election of directors, you are entitled to cumulate your votes if you are present at the meeting, the nominee s(s) name(s) have properly been placed in nomination, and a shareholder has given notice at the meeting prior to the actual voting of his or her intention to vote his or her shares cumulatively. Cumulative voting allows you to give one nominee as many votes as are equal to the number of directors to be elected, multiplied by the number of shares you own, or to distribute your votes in the same fashion between two or more nominees. Our receipt of an executed proxy grants the Board of Directors the discretionary authority to also cumulate votes.

May I Change My Vote After I Have Voted?

Yes. Even after you have submitted your proxy, or cast your vote by telephone or Internet ballot, you may change your vote at any time before the proxy is exercised, if you file with CVB Financial Corp. s Corporate

Secretary either a notice of revocation or a duly executed proxy bearing a later date, or cast a new vote by telephone or Internet. The powers of the proxy holders will be suspended if you attend the meeting in person and so request, although attendance at the meeting will not by itself revoke a previously granted proxy.

What Vote Is Required for Each Proposal?

The eight nominees for director who receive the most votes will be elected. So, if you do not vote for a particular nominee, or you indicate WITHHOLD authority to vote for a particular nominee on your proxy card, your vote will not count either FOR or AGAINST the nominee.

Proposal 2 regarding Say-On-Pay and Proposal 3 regarding the ratification of the appointment of our auditors each requires the approval of a majority of the shares represented and voting at the meeting, with affirmative votes constituting at least a majority of the required quorum.

Who Are Shareholders of Record Versus Beneficial Owners?

If you are a shareholder of record, CVB Financial Corp. has sent the proxy materials directly to you.

If your shares are held in street name, you are considered the beneficial owner of the shares. Your broker, bank or other holder of record, who is considered the shareholder of record with respect to those shares, should have forwarded the proxy materials or Notice, as applicable, directly to you. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instructions on the proxy card or in the Notice.

What Constitutes a Quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum, permitting the conduct of business at the meeting. Shares that are voted FOR , AGAINST or ABSTAIN in a matter are treated as being present at the meeting for purposes of establishing the quorum, but only shares voted FOR or AGAINST are treated as shares represented and voting at the annual meeting with respect to such matter.

How Are Broker-Non-Votes and Abstentions Treated?

Broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a bank, broker or other holder of record holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Under applicable rules, brokers or other nominees may not exercise discretionary voting power on certain matters. Brokers or other nominees have discretionary voting power for Proposal 3 (approval of KPMG LLP as independent auditor), but not for Proposal 1 (election of directors) or for Proposal 2 (Say-On-Pay). If you do not provide specific voting instructions to your record holder, that record holder will not be able to vote on Proposal 1 or 2. It is therefore important that you provide instructions to your bank, broker, or other holder of record if your shares are held by a bank, broker, or other holder of record, so that your votes with respect to these proposals are counted.

Abstentions will have no effect on Proposals 2 and 3, unless there are insufficient votes in favor of the proposals, such that the affirmative votes constitute less than a majority of the required quorum. In such cases, abstentions will have the same effect as a vote against such proposals.

What Are the Costs of Solicitation of Proxies?

We will bear the costs of this solicitation, including the expense of preparing, assembling, printing and mailing this proxy statement and the material used in this solicitation of proxies.

The proxies will be solicited through the mail, and as noted above, shareholders may also vote by the Internet or telephone. Voting by the Internet or telephone is fast, convenient, and your vote is immediately confirmed and tabulated. Most important, by using the Internet or telephone, you help us reduce postage and proxy tabulation costs. Although there is no formal agreement to do so, we may reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expense in forwarding these proxy materials to their principals. We have retained the services of Georgeson, Inc., to serve as proxy solicitor at an estimated cost of $8,000.

STOCK OWNERSHIP

Who Are the Largest Owners of CVB Financial Corp. s Stock?

The following table shows the beneficial ownership of common stock as of March 14, 2014, by those persons we know to be the beneficial owners of more than 5% of the outstanding shares of common stock of CVB Financial Corp. based on information those persons have filed with the SEC on Schedule 13G. Beneficial ownership is a technical term broadly defined by the SEC to mean more than ownership in the usual sense. So, for example, you beneficially own CVB Financial Corp. s common stock not only if you hold it directly, but also if you indirectly, through a relationship, contract or understanding, have, or share, the power to vote the stock, to sell it or you have the right to acquire it within sixty (60) days of March 14, 2014.

		Common Stock Beneficially Owned	
Name	**Address**	**Number of Shares**	**Percent of Class(1)**
BlackRock, Inc.	40 E. 52nd Street New York, NY 10022	8,215,800(2)	7.75%
The George Borba Family Trust (Borba Family Trust); The Borba Children s Holding Trust (Borba Children s Trust); George A. Borba, Jr., individually and as co-trustee (with shared voting and dispositive power) of the Borba Family Trust and the Borba Children s Trust; Linda B. Gourdikian, individually, and as co- trustee (with shared voting and dispositive power) of the Borba Family Trust, the Borba Children s Trust and the Gourdikian Family Trust; and Dolores A. Borba, as beneficiary of the Borba Family Trust (collectively, the Borba family group)	701 N. Haven Avenue, Suite 350 Ontario, CA 91764	6,964,131(3)	6.57%
The Vanguard Group	100 Vanguard Boulevard Malvern, PA 19355	5,764,990(4)	5.44%
The Bank of New York Mellon Corporation	One Wall Street, 31st Floor New York, NY 10286	5,491,409(5)	5.18%

(1) The Percent of Class calculation in the table was made using (x) the shares reported as beneficially owned in the applicable Schedule 13G filing, except in the case of the Borba family group, which has provided us with updated information as of March 14, 2014, and (y) the shares of our common stock outstanding on March 14, 2014, which was 106,008,762 shares.

(2) This information is based on Schedule 13G filed by BlackRock, Inc. on January 17, 2014. BlackRock, Inc. has sole voting power over 7,906,714 shares and sole dispositive power over all 8,215,800 shares. BlackRock, Inc. holds the shares in the ordinary course of business.

(3) Includes the following items: (i) 4,599,439 shares owned by the Borba Family Trust; (ii) 2,277,000 shares owned by the Borba Children s Trust; (iii) 11,520 shares owned by George A. Borba, Jr. individually (which total includes 3,232 shares owned individually, 8,000 restricted shares and 288 shares held by Mr. Borba as custodian for minor children); (iv) 28,822 shares owned by Linda B. Gourdikian individually (which total includes 275 shares which Ms. Gourdikian has the right to acquire within sixty (60) days after March 14, 2014); and (v) 47,350 shares owned by the Gourdikian Family Trust. In computing the percentage of shares beneficially owned, any shares which Mr. Borba, Ms. Gourdikian or the Borba Family Trust has a right to acquire within sixty (60) days after March 14, 2014 are deemed outstanding for the purpose of computing the percentage of common stock beneficially owned by the Borba family group, but are not deemed outstanding for the purpose of computing percentages of shares beneficially owned by the other shareholders in this table. Mr. Borba and Ms. Gourdikian have disclaimed beneficial ownership of the shares held by each other, the Borba Family Trust and the Borba Children s Trust, except to the extent of their respective distributable interests in the Borba Children s Trust.

(4) This information is based on Schedule 13G filed by The Vanguard Group on February 6, 2014. The Vanguard Group has sole voting power over 140,414 shares and sole dispositive power over 5,631,976 shares. The Vanguard Group holds the shares in the ordinary course of business.

(5) This information is based on Schedule 13G filed by The Bank of New York Mellon Corporation on January 30, 2014. The Bank of New York Mellon Corporation has sole voting power over 4,506,174 shares, sole dispositive power over 4,500,416 shares and shared dispositive power over 990,993 shares. The Bank of New York Mellon Corporation holds the shares in the ordinary course of business.

How Much Stock Do CVB Financial Corp. s Directors and Officers Own?

The following table shows the beneficial ownership of CVB Financial Corp. s common stock as of March 14, 2014, by (i) each director, eight of whom are also nominees for director, (ii) those persons serving as our named executive officers in 2013 and (iii) by all directors and current executive officers as a group.

	Common Stock Beneficially Owned	
	Number of Shares(1)	**Percent of Class(2)**
Name		
George A. Borba, Jr.(3)	6,887,959(3)	6.50%
Director and Nominee		
Stephen A. Del Guercio	20,000	*
Director and Nominee		
Ronald O. Kruse(4)	1,205,922	1.14%
Director		
Robert M. Jacoby(5)	88,512	*
Director and Nominee		
Christopher D. Myers(6)	794,000	*
President, Chief Executive Officer, Director and Nominee		
Raymond V. O Brien III	18,000	*
Director and Nominee		
Hal W. Oswalt	10,000	*
Director and Nominee		
San E. Vaccaro(7)	315,977	*
Director and Nominee		
D. Linn Wiley(8)	293,124	*
Chairman of the Board and Nominee		
David A. Brager(9)	77,407	*
Executive Vice President, Sales Division Manager		

	Common Stock Beneficially Owned	
Name	Number of Shares(1)	Percent of Class(2)
James F. Dowd(10)	70,500	*
Executive Vice President, Chief Credit Officer		
David C. Harvey(11)	46,141	*
Executive Vice President, Chief Operations Officer		
Richard C. Thomas(12)	33,346	*
Executive Vice President, Chief Financial Officer		
Current Directors and Executive Officers as a Group (13 persons)(13)	9,860,888	9.30%

* Less than 1%.

(1) Except as otherwise noted below, each person directly or indirectly has sole or shared voting and investment power (as community property and/or with such person s spouse) with respect to the shares listed.

(2) The percentage for each of these persons or group is based upon the total number of shares of CVB Financial Corp. s common stock outstanding as of March 14, 2014, which was 106,008,762, plus the shares which the respective individual or group has the right to acquire within sixty (60) days after March 14, 2014, by the exercise of stock options. In computing the percentage of shares beneficially owned by each person or group of persons, any shares which the person (or group) has a right to acquire within sixty (60) days after March 14, 2014 are deemed outstanding for the purpose of computing the percentage of common stock beneficially owned by that person (or group), but are not deemed outstanding for the purpose of computing the percentage of shares beneficially owned by any other person.

(3) Includes 4,599,439 shares held by the Borba Family Trust, 2,277,000 shares held by the Borba Children s Trust, of which Mr. Borba is co-trustee (with shared voting and dispositive power) and as to which Mr. Borba disclaims beneficial ownership, except to the extent of his distributable interest in the Borba Children s Trust; 3,232 shares owned individually, 8,000 restricted shares and 288 shares held by Mr. Borba as custodian for minor children.

(4) Includes 67,500 shares which Mr. Kruse may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(5) Includes 67,500 shares which Mr. Jacoby may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(6) Includes 352,562 shares which Mr. Myers may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(7) Includes 67,500 shares which Mr. Vaccaro may acquire within 60 days after March 14, 2014, by the exercise of stock options and 238,477 shares pledged as securities to Merrill Lynch.

(8) Includes 67,500 shares which Mr. Wiley may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(9) Includes 44,275 shares which Mr. Brager may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(10) Includes 38,000 shares which Mr. Dowd may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(11) Includes 20,000 shares which Mr. Harvey may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(12) Includes 2,000 shares which Mr. Thomas may acquire within 60 days after March 14, 2014, by the exercise of stock options.

(13) Includes 726,837 shares which members of the group may acquire within 60 days after March 14, 2014, by the exercise of stock options.

CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS

The Board of Directors is committed to good business practices, transparency in financial reporting and the highest levels of corporate governance. To that end, the Board of Directors has adopted Corporate Governance Guidelines, which among other things, provide for:

- At least a majority of independent directors;
- Audit, compensation and nominating and corporate governance committees consisting solely of independent directors;
- Periodic executive sessions of non-management directors and audit committee directors;
- An annual self-evaluation process for the Board of Directors and its committees;
- Ethical conduct of directors;
- Director access to officers and employees;
- Director access to independent advisors;
- Periodic review of a management succession plan; and
- Methodology for reporting concerns to non-employee directors or the Audit Committee.

A copy of our Corporate Governance Guidelines is available on our website at www.cbbank.com by clicking the tab Our Investors, Corporate Overview and then Governance Documents.

Board Selection Process

We have established a Nominating and Corporate Governance Committee. This committee assists the Board of Directors in director selection, as well as review and consideration of developments in corporate governance practices. This committee also recommends to the Board of Directors director nominees for each Board of Directors committee, and reviews any director candidates submitted by shareholders. The Nominating and Corporate Governance Committee is responsible for annually reviewing and evaluating with the Board of Directors the appropriate skills and characteristics required of members of the Board of Directors in the context of the current composition of the Board of Directors and our goals for nominees to the Board of Directors, including nominees who are current members of the Board of Directors. The Nominating and Corporate Governance Committee has the authority to utilize third party providers, as appropriate, to assist it in fulfilling its Board of Directors selection function.

The Nominating and Corporate Governance Committee considers the entire makeup of the Board of Directors when making its nominating recommendations to the full Board of Directors, including age, experience and skillset. In identifying and evaluating nominees for director, the goals of the Nominating and Corporate Governance Committee include maintaining a strong and experienced Board of Directors by continually assessing the Board of Directors business background, current responsibilities, community involvement, independence, commitment to CVB Financial Corp. (including meaningful ownership of our common stock with a market value of at least $100,000) and time available for service. The Nominating and Corporate Governance Committee also considers diversity of viewpoints, background, experience (including skill diversity) and other demographics in the selection of nominees.

Other important factors the Nominating and Corporate Governance Committee will consider in evaluating nominees include current knowledge of and contacts in CVB Financial Corp. s industry (banking) and other industries relevant to CVB Financial Corp. s business, and ability to work together with other members of the Board of Directors.

In February 2014, subsequent to the end of CVB Financial Corp. s 2013 fiscal year, our Nominating and Corporate Governance Committee recommended the adoption of a new mandatory retirement policy for members of the Board of Directors. This recommendation was approved by the full Board of Directors. The new policy provides that any Board member who reaches his or her 78th birthday would be permitted to serve out the remainder of his or her then-current one-year term, but would be ineligible to be renominated for re-election. However, for any existing Board member who was serving on the Board of Directors at the time this policy was adopted, there is a two-year grandfather period whereby such director will remain eligible for renomination for the next two annual elections of directors but not thereafter. Mr. San Vaccaro is the only member of our Board of Directors who qualifies for the grandfather period exception to our new mandatory retirement policy. Prior to the adoption of this policy, there was no mandatory retirement policy applicable to our Board of Directors.

Board Leadership Structure and Risk Oversight

The business and affairs of CVB Financial Corp. are managed under the direction of the Board of Directors. The Board of Directors has historically separated the role of Chief Executive Officer and Chairman of the Board. D. Linn Wiley acceded to the position of Chairman of the Board in March 2014, following the decision of Ronald O. Kruse to retire from the Board of Directors effective at our upcoming annual meeting on May 22, 2014. Mr. Wiley had previously served as President and Chief Executive Officer of CVB Financial Corp. and Citizens Business Bank from 1991 to 2006 and as Vice-Chairman of the Board from 2006 to 2014. At the same time as Mr. Wiley assumed the position of Chairman of the Board, Mr. George A. Borba, Jr. and Mr. Raymond V. O Brien III were each elected as a Vice-Chairman of the Board. Christopher D. Myers currently serves as our President and Chief Executive Officer.

Separate board committees exist at CVB Financial Corp. and Citizens Business Bank, each of which is responsible for supervising various areas of risk. The Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee exist at CVB Financial Corp. The Loan Committee, Risk Management Committee, Balance Sheet Management Committee and Trust Services Committee exist at Citizens Business Bank. All of the committees meet regularly and report to the full Board of Directors.

The Board of Directors is charged with providing oversight of CVB Financial Corp. s risk management processes. In accordance with the rules and regulations of the NASDAQ Stock Market, the Audit Committee is primarily responsible for overseeing the risk management function at CVB Financial Corp. on behalf of the Board.

The Risk Management Division of Citizens Business Bank conducts periodic monitoring of compliance efforts with a special focus on those areas that expose the Bank to compliance risk. The purpose of the periodic monitoring is to ensure that Citizens Business Bank associates are adhering to established policies and procedures. The Chief Risk Officer of Citizens Business Bank notifies the appropriate department head, the Management Compliance Committee, the Risk Management Committee of Citizens Business Bank and the Audit Committee of CVB Financial Corp. of any violations noted.

The committees meet periodically with the various members of management and receive comprehensive reports on risk management, including management s assessment of risk exposures (including risks related to liquidity, credit, operations and regulatory compliance, among others), and the processes in place to monitor and control such exposures. The committees also receive updates between meetings from members of management relating to risk oversight matters. The Audit Committee is presented with a report on enterprise risk management by management on at least a quarterly basis, and this report is shared and discussed with the full Board of Directors.

In addition to the Risk Management Committee of Citizens Business Bank and the Audit Committee of CVB Financial Corp., other committees of the Board of CVB Financial Corp. consider the risks within their areas of responsibility. For example, the Compensation Committee of CVB Financial Corp. considers the risks that may be implicated by our executive compensation programs. For a discussion of the Compensation Committee s review of CVB Financial Corp. s senior executive officer compensation plans and employee incentive compensation plans and the risks associated with these plans, see Compensation Committee Report Discussion of Compensation Policies and Practices Related to Risk Management in this proxy statement.

Consideration of Shareholder Nominees

The policy of the Nominating and Corporate Governance Committee is to consider properly submitted shareholder nominations for candidates for membership on the Board of Directors. In evaluating nominees, the Nominating and Corporate Governance Committee will look at the same factors described under the heading Board Selection Process above that it uses for nominees who come to its attention from persons other than the Board of Directors. Recommendations must be submitted in writing to the attention of the Chair of the Nominating and Corporate Governance Committee at the following address:

CVB Financial Corp.

701 N. Haven Avenue, Suite 350

Ontario, California 91764

Shareholders should include in such recommendation (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of voting stock of CVB Financial Corp. owned by each proposed nominee and the notifying shareholder; (d) the name and residence address of the notifying shareholder; and (e) a letter from the proposed nominee indicating that such proposed nominee wishes to be considered as a nominee for the CVB Financial Corp. Board of Directors and will serve as a member of the CVB Financial Corp. Board of Directors if elected. In addition, each recommendation must set forth in detail the reasons why the notifying shareholder believes the proposed nominee meets the criteria set forth in the Nominating and Corporate Governance Committee Charter for serving on CVB Financial Corp. s Board of Directors.

In addition, our Bylaws permit shareholders to nominate directors for consideration at an annual meeting. For a description of the process, see the Notice of 2014 Annual Meeting of Shareholders included herein.

Executive Sessions

Executive sessions of independent directors are held at least six times a year. The person who presides at these meetings is chosen by the independent directors.

Attendance at Annual Meetings

The Board of Directors encourages all of its members to attend the annual meeting of shareholders. All of our directors who were directors at the time attended the 2013 annual meeting of shareholders.

Communications with the Board of Directors

Shareholders wishing to contact CVB Financial Corp. s Board of Directors, including a committee of the Board of Directors, may do so by writing to the following address to the attention of the Board of Directors or a committee of the Board of Directors at:

Board of Directors

CVB Financial Corp.

701 North Haven Avenue, Suite 350

Ontario, California 91764

Confidential communications may be sent through the Internet by logging on to http://www.reportit.net and entering the username: Citizens and the password: Citizens . All communications sent to the Board of Directors will be communicated with the entire Board of Directors unless the communication is intended only for a specific committee. CVB Financial Corp. s Corporate Secretary keeps a log of all communications sent to the Board of Directors or its committees. This log is available for inspection by the members of the Board of Directors.

Executive Officers

Biographical information about all of our named executive officers is contained under Item 1 of our Annual Report on Form 10-K, a copy of which is being mailed with this proxy statement or, as referenced in the Notice, is available on the SEC s website at http://www.sec.gov and at www.cbbank.com/annualmaterials.

DISCUSSION OF PROPOSALS RECOMMENDED BY THE BOARD

PROPOSAL 1

ELECTION OF DIRECTORS

We have nominated eight directors for election at the annual meeting, which is the number fixed for the election of directors.

We will nominate the persons named below, all of whom are present members of CVB Financial Corp. s Board of Directors, for election to serve until the 2015 annual meeting of shareholders and until their successors have been elected and qualified. Each of these persons is also a member of the Board of Directors of our principal subsidiary, Citizens Business Bank. The Board of Directors will cast its votes to effect the election of these nominees. If any nominee is unable to serve, your proxy may vote for another nominee proposed by the Board of Directors.

Ronald O. Kruse, who served with distinction as Chairman of the Board since the death of George A. Borba (Sr.) in 2012, and also served as one of the founding directors of the Company, announced his decision to retire from the Board in March 2014, effective at the end of our annual meeting of shareholders on May 22, 2014. D. Linn Wiley was appointed by the Board of Directors as Chairman following Mr. Kruse s announcement of his intention to retire from the Board. In addition, one new director, Hal W. Oswalt, was appointed effective as of January 1, 2014, to allow for a reasonable overlap period in the event of any contemplated retirements.

Each of our Board members was nominated based on the assessment of our Nominating and Corporate Governance Committee and our Board of Directors that the nominees have demonstrated an ability to make meaningful contributions to the oversight of our business and affairs, have a reputation for honesty and ethical conduct in their personal and professional activities and share independence, experience and sufficient communication and analytical skills.

The Nominees

The nominees for director are:

Name and Position	Principal Occupation for Past Five Years	Age(1)	Year First Elected or Appointed a Director
George A. Borba, Jr. Director	Dairy Farmer, George Borba & Son Dairy and Bellanave Dairy Corp.	46	2012
Stephen A. Del Guercio Director	Attorney and Partner, Demetriou, Del Guercio, Springer & Francis, LLP	52	2012
Robert M. Jacoby, C.P.A. Director	Certified Public Accountant	72	2005
Christopher D. Myers President, Chief Executive Officer and Director	President and Chief Executive Officer of CVB Financial Corp. and Citizens Business Bank	52	2006
Raymond V. O Brien III Director	Chief Executive Officer, Cal Plate, Inc.	57	2012
Hal W. Oswalt Director	Consultant	65	2014
San E. Vaccaro Director	Attorney	81	1999
D. Linn Wiley Chairman of the Board and Director	Consultant; Former President and Chief Executive Officer of CVB Financial Corp. and Citizens Business Bank	75	1991

(1) Age is determined as of the record date for the Company s 2014 annual meeting of shareholders, which is March 28, 2014.

Seven of the current nominees were elected at the 2013 annual meeting of shareholders. One of the current nominees, Hal W. Oswalt, who commenced service on the Board on January 1, 2014, is standing for election for the first time. Although each of the nominees was selected based on the entirety of his experience and skills, the following sets forth certain specific qualifications for directorship for each of our directors:

George A. Borba, Jr. is a Vice-Chairman of the Board and has served on our Board since 2012. Mr. Borba, a dairy farmer, became a partner in George Borba and Son Dairy in 1990. He is currently President and CFO of Bellanave Dairy Corp. and Partner and CFO of West Kern Dairy, both in Bakersfield, California, which together represent one of the larger dairy operations in California. Mr. Borba also manages a significant amount of agricultural farmland. Mr. Borba earned a B.S. in Agricultural Business Management with a concentration in Finance from the California Polytechnic University in San Luis Obispo. He has served on the boards of the San Bernardino Zone 1 Flood Control and the Western United Dairymen. Mr. Borba is also active in the Bakersfield community, serving as a board member of St. Francis Catholic Church Finance Council and as a past board member of St. Faustinas Maternity Home. Mr. Borba is a member of the Compensation Committee and the Nominating and Corporate Governance Committee of CVB Financial Corp., and he is a member of the Balance Sheet Management Committee, the Risk Management Committee and the Trust Services Committee of the Citizens Business Bank Board. Mr. Borba brings to the Board a deep understanding of the dairy and agricultural industries, which are key components of Citizens Business Bank s loan portfolio, as well as strong connections with the business community in the Central Valley of California, which is an important region for Citizens Business Bank s current and future growth.

Stephen A. Del Guercio has served on our Board since 2012. Mr. Del Guercio is presently a partner with the law firm of Demetriou, Del Guercio, Springer & Francis, LLP. He was admitted to the California Bar in 1986. His practice areas include real estate and corporate transactional law, serving mid-sized businesses and high net worth individuals. He received his B.A. from the University of Southern California, graduating magna cum laude in 1983, and he received his J.D. from the University of Southern California Law School, graduating Order of the Coif in 1986. Mr. Del Guercio served on the City Council of the City of La Canada Flintridge from 2001 to 2013, including three one-year terms as Mayor. He is also involved with various community and charitable organizations in the greater Pasadena and Los Angeles areas. Mr. Del Guercio is a member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of CVB Financial Corp., and he is a member of the Balance Sheet Management Committee, the Risk Management Committee and the Trust Services Committee of the Citizens Business Bank Board. Mr. Del Guercio s qualifications to sit on the Board include his legal and financial experience, and his extensive contacts in the business community within which Citizens Business Bank operates.

Robert M. Jacoby, C.P.A. is a Certified Public Accountant who has served on our Board since 2005. He is one of two designated financial experts on the Audit Committee. As an accountant, Mr. Jacoby has operated his own accounting practice since 1992. Prior to 1992, he was with the accounting firm of Grant Thornton for 21 years where he specialized in banking, manufacturing and distribution. Mr. Jacoby is a member of the American Institute of Certified Public Accountants (AICPA) and the California Society of Certified Public Accountants. Mr. Jacoby was previously the engagement partner for Grant Thornton when they were the accountants for Chino Valley Bank, the predecessor company to Citizens Business Bank, from 1981 to 1987. Mr. Jacoby was also a director of the former First American Bank (now PacWest Bancorp) in Rosemead, California for thirteen years. Mr. Jacoby is Chairman of the Audit Committee and is a member of the Compensation Committee and the Nominating and Corporate Governance Committee of CVB Financial Corp., and he is a member of the Balance Sheet Management Committee, the Risk Management Committee and the Trust Services Committee of the Citizens Business Bank Board. Mr. Jacoby s qualifications to sit on the Board include his financial and accounting expertise, his years of experience as a bank director, and his history with and knowledge of CVB Financial Corp. s and Citizens Business Bank s financial and business affairs.

Christopher D. Myers is the current President and Chief Executive Officer of CVB Financial Corp. and Citizens Business Bank. He has served in that capacity and as a Board member since August 1, 2006. From 2004 to 2006, Mr. Myers served as Chairman of the Board and Chief Executive Officer of Mellon 1st Business Bank, a $3 billion-asset Los Angeles-based bank that is now a subsidiary of U.S. Bank. From 1996 to 2003, he held several management positions with Mellon 1st Business Bank, including Executive Vice President, Regional Vice President, and Vice President/Group Manager. He is presently a board member of the California Bankers Association and the UCLA Anderson School of Management s Fink Center for Finance and Investments. Mr. Myers received his B.A. from Harvard University and a M.B.A. in Finance and Marketing from UCLA and has over 29 years of experience in banking. Mr. Myers serves as Chairman of the Loan Committee and as a member of the Balance Sheet Management Committee, the Risk Management Committee and the Trust Services Committee of the Citizens Business Bank Board. Mr. Myers qualifications to sit on our Board include his extensive banking, operational and executive leadership experience.

Raymond V. O Brien III is a Vice-Chairman of the Board and has served on our Board since 2012. Mr. O Brien has an extensive background in both manufacturing and banking. Mr. O Brien began his professional career in banking in 1979 with Chase Manhattan Bank and moved to 1st Business Bank in 1983. In 1987, he left the banking profession and became CEO and owner of I.L. Walker, a Los Angeles-based manufacturing company. Over the next two-plus decades, Mr. O Brien owned and led several manufacturing companies. He is currently the Chief Executive Officer and owner of Cal Plate, Inc., based in Artesia, CA. Mr. O Brien was a founding director of American Business Bank in 1997 and served as a director at that institution until 2012. Mr. O Brien earned his B.B.A. in Finance from the University of Notre Dame in 1979. Mr. O Brien is an active 49er member of the Young Presidents Organization. Mr. O Brien is a member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of CVB Financial Corp. Mr. O Brien is Chairman of the Balance Sheet Management Committee and is a member of the Risk Management Committee, the Loan Committee and the Trust Services Committee of the Citizens Business Bank Board. Mr. O Brien s qualifications to sit on our Board include his operational and financial expertise gained from the successful operation of a number of business entities, as well as his direct experience as a banker and bank director.

Hal W. Oswalt was appointed as a director of CVB Financial Corp. and Citizens Business Bank effective January 1, 2014. Mr. Oswalt spent 16 years as a commercial banker in Oklahoma, where he served as President, CEO and Director of community banks in Oklahoma City and Tulsa. From 1991 to 2010, he worked in the consulting industry where his roles included serving as Managing Director of Global Consulting at Alltel Financial Services, as Managing Director of Sheshunoff Consulting Services, President of Brintech, Inc. and President of SC+S Risk Management Services. Over a 20-year period, he has managed consulting projects throughout the United States, Europe, Asia and Australia. Mr. Oswalt earned a B.S. in Business and a M.B.A. from Oklahoma State University. He is also a graduate of the University of Wisconsin s Graduate School of Banking. Mr. Oswalt is a member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of CVB Financial Corp., and he is a member of the Balance Sheet Management Committee, the Risk Management Committee and the Trust Services Committee of the Citizens Business Bank Board. Mr. Oswalt s qualifications to sit on our Board include his extensive background in both commercial banking and financial consulting, and his particular expertise in strategic planning, cost management and organizational change management.

San E. Vaccaro is an attorney and the second financial expert serving on the Audit Committee, and he has served on our Board since 1999. He joined the Boards of CVB Financial Corp. and Citizens Business Bank in 1999 upon the Company s acquisition of ONB Bancorp and Orange National Bank. He had previously served as chairman of the board of both those companies. Mr. Vaccaro received his undergraduate and J.D. degrees from Fordham University. He is admitted to practice before state and federal courts in Arizona and California and the Supreme Court of the United States. His law firm, Law Offices of San E. Vaccaro (and its predecessor firm, Curtis & Vaccaro), has been an active participant in the Orange County legal community for many years. He is a member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of CVB Financial Corp. He serves as Chairman of the Risk Management Committee and is a member of the Balance Sheet Management Committee and the Trust Services Committee of the Citizens Business Bank

Board. He is a past member of the National Association of Corporate Directors and has over 34 years of experience serving on the boards of public financial institutions. Because of his background and experience in the Orange County banking and business community, he provides CVB Financial Corp. and Citizens Business Bank with advice and direction as CVB Financial Corp. implements its Orange County growth initiatives.

D. Linn Wiley is Chairman of the Board of CVB Financial Corp. and Citizens Business Bank, and he has served on our Board since 1991. He served as President and Chief Executive Officer of both entities until August 1, 2006, and then served as a consultant to Citizens Business Bank pursuant to a consulting agreement until April 1, 2010. During Mr. Wiley s tenure as President and Chief Executive Officer, Citizens Business Bank grew from 14 business financial centers to 40 business financial centers and from approximately $500 million in assets to more than $6.0 billion in assets. Its annual earnings increased from $8.0 million to more than $70.0 million. As Chairman, Mr. Wiley has been a key influence in CVB Financial Corp. s continued growth and success. He serves as a liaison between Citizens Business Bank s Senior Leadership and the Board. Mr. Wiley is Chairman of the Nominating and Corporate Governance Committee of CVB Financial Corp., he is Chairman of the Trust Services Committee, and he is a member of the Balance Sheet Management Committee and Risk Management Committee of the Citizens Business Bank Board. Mr. Wiley served as president and chief executive officer of two other financial institutions prior to joining CVB Financial Corp. in 1991. He also served as a director of the Los Angeles branch of the Federal Reserve Bank of San Francisco from 2000 to 2006. Mr. Wiley brings to the Board nearly 50 years of banking experience and an intimate knowledge of CVB Financial Corp. s and Citizens Business Bank s business and operations.

Director Independence

With the exception of Mr. Myers, each of our directors is independent within the meaning of the rules and regulations promulgated by the NASDAQ Stock Market and has been determined to be independent by our Nominating and Corporate Governance Committee, with respect to their Board service and the Committees on which they respectively serve. In making such determinations, our Nominating and Corporate Governance Committee evaluated banking, commercial service, familial or other transactions involving each director or immediate family member and their related interests and the Company, if any.

The Board of Directors and Committees

The Board of Directors of CVB Financial Corp. oversees our business and affairs. As set forth previously, the Board of Directors of CVB Financial Corp. also has three standing committees: an Audit Committee, a Nominating and Corporate Governance Committee, and a Compensation Committee. The Board of Directors of Citizens Business Bank has four standing committees: Loan Committee, Risk Management Committee, Balance Sheet Management Committee and Trust Services Committee.

The Number of Meetings Attended

During 2013, CVB Financial Corp. s Board of Directors held 12 regular meetings and 3 special meetings, and the Board of Directors of Citizens Business Bank held 12 regular meetings and 4 special meetings. All of the directors of CVB Financial Corp. and Citizens Business Bank who served in 2013 and are nominated for election attended at least 75% of the aggregate of (i) the total number of CVB Financial Corp. and Citizens Business Bank Board meetings which they were eligible to attend and (ii) the total number of meetings held by all committees of the Board of Directors of CVB Financial Corp. or Citizens Business Bank on which they served during 2013 and which they were eligible to attend.

Audit Committee

The Audit Committee of the Board of Directors is composed of Messrs. Robert M. Jacoby (Chairman), Stephen A. Del Guercio, Raymond V. O Brien III, Hal W. Oswalt and San E. Vaccaro. The Audit Committee operates under a written charter, adopted by the Board of Directors, which is available on our website at www.cbbank.com by clicking the tab Our Investors , then Corporate Overview and then Governance Documents . The Audit Committee is a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Each of the members of the Audit Committee is independent within the meaning of the rules and regulations of the NASDAQ Stock Market.

The purpose of the Audit Committee is to oversee and monitor (i) the integrity of our financial statements and the Company s systems of internal accounting and financial controls; (ii) our compliance with applicable legal and regulatory requirements; (iii) our independent auditor qualifications and independence; and (iv) the performance of our internal audit function and independent auditors. The Board of Directors has determined that Mr. Jacoby and Mr. Vaccaro are audit committee financial experts within the meaning of the rules and regulations of the SEC.

The Audit Committee has sole authority to appoint or replace the Company s independent auditors (including oversight of audit partner rotation). The Audit Committee is also directly responsible for the compensation and oversight of the work of the independent auditors. Our independent auditors report directly to the Audit Committee. Among other things, the Audit Committee prepares the audit committee report for inclusion in the annual proxy statement, reviews and discusses with management and the independent auditors our independent certified audits; reviews and discusses with management and the independent auditors quarterly and annual financial statements; reviews the adequacy and effectiveness of our disclosure controls and procedures; approves all auditing and permitted non-auditing services; reviews significant findings by bank regulators and management s response thereto; establishes procedures to anonymously and confidentially handle complaints we receive regarding auditing matters and accounting and internal accounting controls; and handles the confidential, anonymous submission to it by our employees of concerns regarding questions to accounting or auditing matters. The Audit Committee also has authority to retain independent legal, accounting and other advisors as the Audit Committee deems necessary or appropriate to carry out its duties. The Audit Committee held 12 meetings during 2013, plus 4 special meetings for the purpose of reviewing SEC filings and appointing our auditing firm.

The report of the Audit Committee is included below.

Audit Committee Report

The following Report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any of our other filings under the Securities Act of 1933 or under the Exchange Act, except to the extent that we specifically incorporate this Report by reference.

The Audit Committee reports to the Board of Directors and is responsible for overseeing and monitoring financial accounting and reporting, the system of internal controls established by management and the audit process of CVB Financial Corp. The Audit Committee manages CVB Financial Corp. s relationship with its independent auditors (who report directly to the Audit Committee).

In discharging its oversight responsibility, the Audit Committee has met and held discussions with management and KPMG LLP, the independent registered public accounting firm for CVB Financial Corp., regarding the audited consolidated financial statements. Management represented to the Audit Committee that the consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent auditors. The Audit Committee discussed with the independent auditors the matters required to be discussed in AICPA, Professional Standards, Vol. 1, AU section 380, as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T. The Audit Committee also has received the written disclosures and the letter from the independent auditors required by the applicable requirements of the PCAOB regarding the independent auditor s communications with the Audit Committee concerning independence. The Audit Committee discussed with the independent auditors their independence and satisfied itself as to their independence. The Audit Committee also reviewed the PCAOB inspection report and peer review report of KPMG LLP by PricewaterhouseCoopers LLP.

Based on these discussions and reviews, the Audit Committee recommended that the Board of Directors approve the inclusion of CVB Financial Corp. s audited consolidated financial statements in the Annual Report on Form 10-K, for the year ended December 31, 2013, for filing with the SEC.

Respectfully submitted by the members of the Audit Committee of the Board of Directors:

THE AUDIT COMMITTEE

Robert M. Jacoby, C.P.A., Chairman

Stephen A. Del Guercio

Raymond V. O Brien III

Hal W. Oswalt

San E. Vaccaro

Nominating and Corporate Governance Committee

The Board of Directors has a Nominating and Corporate Governance Committee consisting of Messrs. D. Linn Wiley (Chairman), George A. Borba, Jr., Stephen A. Del Guercio, Robert M. Jacoby, Ronald O. Kruse, Raymond V. O Brien III, Hal W. Oswalt and San E. Vaccaro. Each of the members of the Nominating and Corporate Governance Committee is independent within the meanings of the rules and regulations of the NASDAQ Stock Market.

As set forth above, the Nominating and Corporate Governance Committee:

- Assists the Board of Directors by identifying individuals qualified to become members of the Board of Directors;

- Recommends to the Board of Directors the director nominees for the next annual meeting;

- Recommends to the Board of Directors director nominees for each committee; and

- Develops and recommends a set of corporate governance principles applicable to CVB Financial Corp.

Other specific duties and responsibilities of the Nominating and Corporate Governance Committee include: retaining and terminating any search firm to identify director candidates; receiving communications from shareholders regarding any matters of concern; recommending to the Board directors for each committee; and reviewing and reassessing the adequacy of its charter and its own performance on an annual basis. The procedures for nominating directors, other than by the Board of Directors itself, are set forth in the bylaws and reprinted in the Notice of Annual Meeting of Shareholders. The charter of the Nominating and Corporate Governance Committee is available on our website at www.cbbank.com by clicking the tab Our Investors , then Corporate Overview and then Governance Documents . The Nominating and Corporate Governance Committee held 2 regular meetings during 2013. In the case of the new director who was appointed to the Board of Directors effective January 1, 2014, his appointment was reviewed and approved at a special meeting of the Nominating and Corporate Governance Committee.

Compensation Committee

The Compensation Committee of the Board of Directors of CVB Financial Corp. (the Compensation Committee) has overall responsibility for overseeing our compensation and employee benefit plans and practices, including our executive compensation plans and our incentive compensation and equity-based plans. This committee is composed of Messrs. Ronald O. Kruse (Chairman), George A. Borba, Jr., Stephen A. Del Guercio, Robert M. Jacoby, Raymond V. O Brien III, Hal W. Oswalt and San E. Vaccaro. Each of the members of the Compensation Committee is independent within the meaning of the rules and regulations of the NASDAQ Stock Market applicable during 2013. During the year, meetings are scheduled quarterly, but are held at other times as needed. During 2013, the Compensation Committee held 12 regular meetings and 5 special meetings. The meetings are set up by the Corporate Secretary in conjunction with the Chairman of the Compensation Committee. The Chief Executive Officer and the Chief Financial Officer provide input on the agendas.

The Compensation Committee has a charter, which can be found on CVB Financial Corp. s website, www.cbbank.com, by clicking the tab Our Investors , then Corporate Overview and then Governance Documents . This charter is reviewed annually with input from our outside counsel and may be changed to keep abreast of current regulations and changes in duties.

The Compensation Committee has the responsibility of recommending to the Board of Directors the appropriate level of compensation for the Board of Directors, and for determining the total compensation of our Chief Executive Officer, Chief Financial Officer, the other three most highly-compensated executive officers (with our Chief Executive Officer and Chief Financial Officer, the named executive officers), and all other officers and non-officers in CVB Financial Corp. and Citizens Business Bank.

The Compensation Committee may delegate its authority to others within the organization if it deems necessary, but has not done so. Our Chief Executive Officer, Chief Financial Officer, and Human Resources Director participate, when requested to do so, in determining or recommending the amount or form of executive and director compensation (except with respect to their own compensation).

Role of the Compensation Consultant

The Compensation Committee has the authority to consult and retain internal and external advisors as needed.

In determining the compensation of our named executive officers and our Board of Directors for the year 2013, the Compensation Committee relied on the report of the firm EW Partners, Inc. (EW Partners) that was engaged by the Compensation Committee in August 2012 to provide a review and analysis of their respective compensation components and levels. With respect to named executive officer compensation, EW Partners evaluated four key components, including base salary, bonus, equity-based incentive plans and benefit plans.

The compensation review conducted by EW Partners in 2012 covered each of our five named executive officer positions: our President and Chief Executive Officer, our Executive Vice President and Chief Financial Officer, our Executive Vice President and Chief Credit Officer, our Executive Vice President and Sales Division Manager, and our Executive Vice President and Chief Operations Officer. EW Partners developed its analysis utilizing published compensation surveys and proxy statement data, where applicable, for each position being evaluated, including the 2012 California Bankers Association Compensation and Benefits Survey, the 2011 State of California Department of Financial Institutions Annual Executive Officer and Director Compensation Survey, the 2011 Financial Institutions Benchmark Compensation Report produced by Watson Wyatt, and the 2012 Executive Compensation Assessor developed by the Economic Research Institute in Washington, D.C. EW Partners was also retained by the Compensation Committee in October 2013 for a limited engagement to provide additional data on market compensation for bank chief executive officers. The total amount of fees paid by CVB Financial Corp. to EW Partners for fiscal year 2013 was approximately $13,000.

EW Partner s evaluation of director compensation is discussed further in the section of this proxy statement on Director Compensation . CVB Financial Corp. did not engage EW Partners for any additional services during fiscal year 2012 or fiscal year 2013 beyond its support to the Compensation Committee, and our assessment found no conflict of interest posed by the retention of EW Partners as compensation consultants for CVB Financial Corp.

In November 2013, the firm Frederic W. Cook & Co., Inc. (Cook) was engaged by the Compensation Committee in connection with the planned renewal of the employment agreement by and among CVB Financial Corp., Citizens Business Bank and our President and Chief Executive Officer, Christopher D. Myers. Mr. Myers 2009 employment agreement was due to expire in September 2014, and the Compensation Committee decided to retain Cook to assist the Committee in (1) evaluating the performance of Mr. Myers as President and Chief Executive Officer and (2) analyzing and benchmarking the key terms of Mr. Myers proposed compensation and renewed employment agreement. As further described in the section of this proxy statement on 2009 and 2014 Employment Agreements with Chief Executive Officer , Mr. Myers employment agreement with CVB Financial Corp. and Citizens Business Bank was renewed effective on February 4, 2014.

At the request of the Compensation Committee, Cook also reviewed other relevant terms of the proposed renewal of Mr. Myers employment agreement, including provisions relating to termination with or without cause, payments and other compensation due in the event of Mr. Myers death or disability or a change of control of CVB Financial Corp., and certain features of Mr. Myers deferred compensation plan. Additional information concerning Mr. Myers 2009 and 2014 employment agreements is set forth in the section of this proxy statement on 2009 and 2014 Employment Agreements with Chief Executive Officer .

CVB Financial Corp. did not engage Cook for any additional services during fiscal year 2013 beyond its support to the Compensation Committee in connection with the renewal of Mr. Myers employment agreement, and our assessment found no conflict posed by the retention of Cook as compensation consultants for CVB Financial Corp. The total amount of fees paid by CVB Financial Corp. to Cook in connection with this engagement for fiscal year 2013 and through March 14, 2014 was approximately $35,000.

COMPENSATION DISCUSSION AND ANALYSIS

The following compensation discussion and analysis describes our compensation philosophy and summarizes the structure and objectives of the various compensation programs administered by our Compensation Committee.

Objectives and Philosophy of Our Compensation Program

We provide a comprehensive compensation package comprised of base salary, an annual cash incentive plan, long-term equity compensation plan, profit sharing plan, deferred compensation program and health and welfare benefits. We have adopted a basic philosophy and practice of offering a compensation program designed to attract and retain highly qualified managers and employees. We believe our compensation practices encourage and motivate these individuals to achieve superior performance on both a short-term and long-term basis. This underlying philosophy pertains specifically to executive compensation as well as to employee compensation at all other levels throughout our organization.

Our compensation is designed to achieve the following objectives:

- Attract and retain talented and experienced executives;
- Provide a base salary that is competitive in our industry;
- Align the interests of our executives with those of our shareholders by having our cash-based incentive compensation based, in part, on increasing growth in shareholder value; and
- Offer equity-based compensation that reflects the growth in our stock value and thus in shareholder value.

Our compensation program is designed to incentivize employees to meet our corporate objectives. Our goal is to have a level of earnings growth and loan and deposit growth consistent with enhancing shareholder value. These elements are at the core of our cash-based bonus program.

Methodologies for Establishing Compensation

In determining the appropriate compensation levels for our Chief Executive Officer, the Compensation Committee meets outside the presence of all our executive officers. With respect to the compensation of all our other named executive officers, the Compensation Committee meets outside the presence of all our executive officers, other than, as requested, our Chief Executive Officer, our Chief Financial Officer (except with respect to his own compensation) and our Human Resources Director. The Compensation Committee generally reviews and approves any salary increases for all officers, including the named executive officers in April and all non-officers in July, and responds to salary recommendations from our named executive officers for all officers (other than the named executive officers) and non-officers.

With the input of our Human Resources Department, the Chief Executive Officer makes recommendations to the Compensation Committee regarding base salary levels, performance goals, bonuses and equity incentive awards for our named executive officers (other than for himself). The Compensation Committee determines each element of compensation for the Chief Executive Officer. Each year, our Human Resources Director coordinates a written performance evaluation on selected officers and employees. These reviews are based on stated objectives for the officer or employee and how the results of his or her performance compare with those objectives. The results of these evaluations, along with the recommended salary adjustments, if any, are presented to the Compensation Committee for its review and approval.

In January of each year, the Compensation Committee determines bonus payments under the prior year s performance compensation plan, and generally in March of each year, the Compensation Committee determines target amounts and performance criteria for the current year s performance compensation plan. The Compensation Committee similarly determines equity incentive awards for each of the named executive officers, generally but not always, in June of each year.

Consideration of Say-On-Pay Results

In 2011 our Board of Directors recommended, and a plurality of the vote approved, a period of every three years as the frequency of our Say-On-Pay advisory vote on the compensation of our named executive officers. Accordingly, at this year s 2014 annual meeting of shareholders, we are submitting our executive compensation program to a non-binding advisory vote of our shareholders.

At our 2011 annual meeting of shareholders, this proposal received the support of approximately 78% of the total votes cast. Our Compensation Committee has considered the results of this 2011 Say-On-Pay vote in connection with the discharge of its responsibilities. Because the vast majority of our shareholders voting on the Say-On-Pay proposal approved the compensation of our named executive officers described in our proxy statement in 2011, our Compensation Committee has not implemented significant changes to our executive compensation program since the time of the shareholder advisory vote.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act) requires us to obtain, at least once every six years, a shareholder vote on the frequency of our Say-On-Pay vote. Accordingly, our next shareholder vote on the frequency of our Say-On-Pay vote will be held at our 2017 annual meeting of shareholders.

Summary of Components of Compensation

The following table outlines our various compensation plans as in effect for the fiscal year 2013 for our named executive officers. We believe these compensation components are consistent with meeting our Company s business and financial objectives. The allocation between cash and non-cash compensation is based on the Compensation Committee s determination of the appropriate mix among base salary, annual cash incentives and long-term equity incentives to encourage retention and performance.

Component	Characteristics	Purpose
Base Salary	Each executive officer is eligible for an annual increase in April based on performance. This is a fixed cash compensation amount.	The base salary allows us to compensate our officers at a level that we believe is competitive in the industry. This helps us attract and retain highly qualified executives. This rewards individual performance and level of experience, and provides a level of stability for our officers.
Bonus	Paid based on CVB Financial Corp. s attainment of enumerated financial and business metrics and goals. Some bonuses may also be paid, at the discretion of the Compensation Committee, if the stipulated metric or goal is not attained. Individual executives are provided with specific performance criteria based on their positions with CVB Financial Corp. and/or Citizens Business Bank.	The bonus element serves to reward executives when CVB Financial Corp. and/or Citizens Business Bank meets its financial and business metrics and goals, adding to shareholder value. This incentivizes executives to meet performance targets which helps us meet our overall strategic objectives.
401(k) Plan/Profit Sharing	This has two components: (i) 401(k) Plan contributions which are paid by CVB Financial Corp. in a fixed percentage for all participating employees, and the executive can elect to make additional contributions, and (ii) profit sharing contributions which are paid to all Plan participants, including named executive officers. Contributions are at the discretion of the Compensation Committee and may be up to 8% of salary and bonus.	The 401(k) Plan assists the executive in saving for retirement. The profit sharing portion allows the executive to share in the profits of CVB Financial Corp. and, since the money goes into a retirement plan, it also assists the executive in saving for retirement.
Restricted Stock	Awarded from time to time to selected officers, including named executive officers, based on position and performance. Recipients do not have to outlay any additional cash to acquire the stock, but must pay taxes on the value of the stock when it vests.	Restricted stock permits all recipients to share in the long-term appreciation of CVB Financial Corp. s stock with less dilution to our shareholders compared to stock option grants. This also helps to align the compensation of the executives with our shareholders. Restricted stock is subject to time-based vesting provisions.
Stock Options	Awarded from time to time to selected officers, including named executive officers, based on position and performance. Recipients must pay the exercise price of the option in order to acquire the related shares of stock.	Stock options allow the executive to share in the long-term appreciation of CVB Financial Corp. s stock. This helps to align the compensation of the executive with the interests of our shareholders. Grants typically vest over a five-year period.
Deferred Compensation	Plans available to our Chief Executive Officer and other qualifying senior officers and directors.	Deferred compensation allows for the tax deferral of compensation and growth of deferred amounts (including, in the case of our Chief Executive Officer only, a guaranteed minimum rate of return of 6%).
Health and Welfare Benefits	These benefits are the same as those offered to the total full-time employee base, including medical, dental, vision, life and disability insurance. The named executive officers pay a portion of the costs in the same manner as all full-time employees.	These benefits assist all our full-time employees, including our named executive officers, in meeting their and their respective families basic health and welfare needs.

Peer Group Considerations and the Compensation Consultant

As noted above, the Compensation Committee engaged EW Partners in 2012 to determine whether the four major components of compensation at CVB Financial Corp. base salary, bonus, equity-based incentives and benefits were competitive with the median compensation packages provided for similar positions for named executive officers at peer commercial banking organizations. Each year the Compensation Committee also analyzes salary surveys from the California Bankers Association and similar data provided by other recognized industry sources.

With respect to our peer group analysis in particular, although our benchmarking considers a wide range of companies for the purpose of evaluating our base salary ranges, we focus our analysis on banks and bank holding companies located primarily in the Western United States with between approximately $3 billion and $12 billion in assets, including the following:

Company Name	**Total Assets (12/31/13) FY (in billions $)**
Trustmark Corp.	11.8
Texas Capital Bancshares Inc.	11.7
Umpqua Holdings Corp.	11.6
Sterling Financial Corp.	10.3
Western Alliance Bancorp	9.3
Glacier Bancorp Inc.	7.9
First Interstate BancSystem	7.6
Columbia Banking System Inc.	7.1
PacWest Bancorp	6.5
Farmers & Merchants Bank of Long Beach	5.2
Westamerica Bancorp	4.8
Bank of the Ozarks Inc.	4.8
Banner Corp.	4.4
Great Southern Bancorp Inc.	3.6

These banking institutions were selected by the Compensation Committee in consultation with EW Partners as our peer group for 2012 and continuing through 2013 because we believe they have similar business models and capabilities, and generally operate in a similar manner, to CVB Financial Corp. Data analyzed by the Compensation Committee and EW Partners for each peer group institution included total assets, asset growth, return on average assets, return on average equity, net interest margin, efficiency ratio, core earnings per share growth, and number of branches. In addition, the Compensation Committee and EW Partners reviewed publicly available information, such as proxy statements for banks and bank holding companies in the selected peer group from SEC filings, quarterly reports filed with banking regulatory agencies, press releases, and similar publicly available information, to establish parameters for compensation.

On the basis of the survey conducted by EW Partners for fiscal year 2012 and other surveys and market data relied upon by the Compensation Committee for 2013, the Compensation Committee believes that, for our named executive officers relative to their respective positions, our average base salary compensation for the five positions is at approximately the 75th percentile for the peer group, our average bonus compensation as a percentage of base pay is above the median level of the peer group, and our equity-based incentives and benefit plans are competitive with the peer group.

While our market analysis and the surveys by our outside compensation consultants inform our range of compensation alternatives, we do not tie our executive officers   or directors   compensation levels to specific market percentiles. Instead, the Compensation Committee uses this comparative compensation information as a tool to assist in the retention of key executives whose performance is critical for the success of the organization and in the setting of appropriate goals with respect to performance and results.

The Compensation Committee recognizes that executives in different companies can play significantly different roles, even though they may hold the same nominal positions. Moreover, it is not possible to determine from the available information about peer group compensation anything relating to the respective qualitative factors that may influence compensation, such as the performance of individual executives or their perceived importance to their companies   businesses.

As noted above, in 2013, in connection with the renewal of the employment agreement for Christopher D. Myers, the Compensation Committee engaged Cook on a primary basis, and EW Partners on a selective basis, to provide the Committee with market information and analysis on compensation levels at peer commercial banking organizations for the position of President and Chief Executive Officer. Based on this additional study and analysis, the Compensation Committee decided to utilize a somewhat different peer group of banking institutions for the purpose of Mr. Myers contract renewal. However, because this contract renewal did not take effect until February 2014, the Committee s decision to utilize this different peer group did not have any impact on the compensation of any of our named executive officers for 2013, and the Committee thus plans to address any prospective changes in the selection of the peer group for CVB Financial Corp. in our proxy statement for our 2015 annual shareholders meeting.

Base Salary

It is our philosophy that employees be paid a base salary that we believe is competitive with the salaries paid by comparable organizations and to provide the recipient with a fixed amount of income. We predicate the base salary on the executive s ability, experience and past and potential performance and contribution to CVB Financial Corp. and Citizens Business Bank. In addition, in 2013, we determined the base salary range, in part, by benchmarking our executives base salaries against the base salaries for comparable positions at a peer group of regional commercial banking organizations, as discussed above. Our Human Resources Department gathers this information to analyze appropriate salary levels for our named executive officers, as well as all of our other employees. Each year we generally establish a pool for base salary increases and award percentage increases to each employee based on this competitor information plus his or her job performance.

Annual Cash Bonuses

We have a performance-based compensation plan for our executives under our Executive Incentive Plan (the Executive Incentive Plan), which our shareholders approved at our 2010 annual meeting of shareholders. We also grant discretionary cash bonuses to our executives if our Compensation Committee determines that such discretionary bonuses are appropriate under the circumstances.

Executive Incentive Plan Performance-Based Compensation

The Executive Incentive Plan rewards executives for superior performance provided to CVB Financial Corp. In addition, by linking the executive s overall compensation to established performance measures, we are able to hold each of our executives accountable for his or her individual performance and for CVB Financial Corp. s overall financial and business performance. The Compensation Committee has the sole discretion to determine the standard or formula pursuant to which each participant s bonus shall be calculated, whether all or any portion of the amount so calculated will be paid, and the specific amount (if any) to be paid to each participant, subject in all cases to the terms, conditions, and limits of the Executive Incentive Plan and of any other written commitment authorized by the Compensation Committee. In January or February of each calendar year, the Compensation Committee determines the amount of the Executive Incentive Plan awards and the extent to which performance bonuses are payable for such year.

Awards under our Executive Incentive Plan are based on the achievement of specific performance measures related to business criteria, as determined each year by the Compensation Committee. The categories from which the Compensation Committee chooses the performance measures for each year are set forth in the Executive Incentive Plan and include the following items: (i) deposit growth, (ii) total deposits, (iii) net profit after tax, (iv) earnings per share, (v) earnings growth, (vi) loan delinquencies, (vii) efficiency ratio, (viii) operating expenses, (ix) investment services earnings, (x) investment services revenue, (xi) loan growth, (xii) total loans, (xiii) non-performing assets, (xiv) fee income, (xv) new trust assets, (xvi) new trust fees, (xvii) nonperforming assets to assets ratio, (xviii) return on assets, (xix) return on equity, (xx) trust earnings, (xxi) trust growth and (xxii) trust revenue.

For 2013, the performance measures chosen by the Compensation Committee for Christopher D. Myers, our President and Chief Executive Officer, David A. Brager, our Executive Vice President Sales Division Manager, and Richard C. Thomas, our Executive Vice President and Chief Financial Officer, are set forth in the table below. The Compensation Committee chose these performance measures for these three named executive officers because it believed these measures were the best measures for judging the overall business success of CVB Financial Corp. and Citizens Business Bank from a bank operational and shareholder value perspective.

Separate performance measures were used for James F. Dowd, Citizens Business Bank s Executive Vice President and Chief Credit Officer, and David C. Harvey, Citizens Business Bank s Executive Vice President and Chief Operations Officer, as described below.

Each performance measure received a weighting between 5% and 40%, all based on a 100% scale for the individual officer concerned, as set forth in the tables below. A high degree of weighting (30% or 40%, depending on the officer and plan) is assigned to the net profit after tax measure, because the Compensation Committee believes this measure best incentivizes current-year profitability, which in turn is a major component of shareholder value. The Compensation Committee establishes corporate goals with the intent to balance current profitability with long-term stability and prudent risk management.

Performance Measures	**Weighting**	**Level 1**	**Level 2**	**Level 3**	**2013 Results**	**2012 Results**
			(Dollars in Thousands)			
Net Profit After Tax (CVBF)(1)	40%	$ 80,000	$ 83,000	$ 86,000	$ 95,608	$ 89,242
Average Demand Deposits(2)	20%	$ 2,400,000	$ 2,450,000	$ 2,500,000	$ 2,449,300	$ 2,220,714
Operating Expenses(3)	10%	$ 118,500	$ 117,500	$ 116,500	$ 114,028	$ 117,712
Average Total Loans (Net)(4)	20%	$ 3,500,000	$ 3,550,000	$ 3,600,000	$ 3,393,700	$ 3,427,571
Fee Income and Noninterest Income(5)	10%	$ 43,000	$ 44,000	$ 45,000	$ 41,316	$ 41,921

(1) For 2012 Results column only, includes Net Profit After Tax Add-Back as described in this section of the proxy statement.
(2) Noninterest-Bearing.
(3) For 2012 Results column only, excludes FHLB Prepayment Expense as described in this section of the proxy statement.
(4) Net of San Joaquin Bank mark-to-market discount and deferred loan fees.
(5) Includes loan and prepayment fees and excludes credit charges.

For each performance measure, we establish three target business performance objectives that each correlate to a percentage of the executive s base salary to determine the maximum amount of bonus to which the named executive officer is entitled. Mr. Myers percentage levels of base salary were set at Level 1 75%, Level 2 100% and Level 3 150% for each business performance measure. Each of the other named executive officers levels was set at Level 1 25%, Level 2 50% and Level 3 75% of base salary for each business performance measure. Based on the percentage weighting assigned to the particular business measure, a fixed dollar amount of bonus is determined for achieving the associated business performance measure.

Once all the amounts are determined for each bonus performance measure, we calculate the total amount of the bonus under the Executive Incentive Plan. Based on our historical performance, we believed that each of the target business performance objectives was achievable.

Below is an illustration of how one measure, net profit after tax, would be calculated if bonus payments were being made under the Executive Incentive Plan to one of our named executive officers, other than Christopher D. Myers, using the weightings above and if our net profit after tax was $80,000,000 for the year ended December 31, 2013:

$$\frac{\text{(Base Salary x 25\%)}}{40\%} = \text{Actual \$ Bonus for Net Profit After Tax}$$

where: 40% = the percentage weighting assigned to the net profit after tax performance measure.
25% = the percentage of base salary utilized for achieving a net profit after tax of $80,000,000.

Mr. Myers bonus for net profit after tax would be based on the same formula, except that his base salary would be multiplied by 75% rather than 25%. If the formula was used to calculate the bonus for net profit after tax for Mr. Brager and Mr. Harvey, a 30% weighting factor, rather than 40%, would apply, as shown in the section of this proxy statement on Discussion of Named Executive Officer Compensation for 2013 .

For 2013, the Compensation Committee determined that there were no unusual or non-recurring factors that would merit any special calculations with respect to the performance measures employed by the Executive Incentive Plan. By contrast, in 2012, as discussed in our proxy statement for the 2013 annual shareholders meeting, we used a special calculation of net profit after tax for the purpose of our performance compensation plans which differed from the Company s net income as reported in our Form 10-K for 2012. The performance compensation plan calculation, for fiscal year 2012 only, excluded the impact of debt termination expense incurred by the Company in connection with the redemption in August 2012 of $250.0 million of fixed rate loans from the Federal Home Loan Bank (FHLB Prepayment Expense) and adjusted for the foregone benefit in interest income, after tax, on the amount prepaid (with the sum being the Net Profit After Tax Add-Back).

While we attempt to forecast the effect of changing market conditions in the financial services industry when establishing the performance goals of our executives, we cannot always predict the course of events. Accordingly, executives may have difficulty in attaining certain objectives for reasons beyond their control. The Compensation Committee thus reserves the right from time to time to increase, reduce or otherwise modify bonuses under the discretionary performance compensation provisions. In addition, the Compensation Committee maintains discretion to grant bonuses outside of the Executive Incentive Plan, even if such bonuses have not been earned under the guidelines of the Executive Incentive Plan. No such discretion was utilized in 2012 or 2013 with respect to the performance compensation plans for our named executive officers, except in connection with the performance compensation awarded to David A. Brager, Executive Vice President and Sales Division Manager for Citizens Business Bank, as described below in the Discussion of Named Executive Officer Compensation for Fiscal Year 2013 for Mr. Brager. The Compensation Committee believes that this exercise of discretion is important in select cases to ensure key officers are treated fairly and in a manner that will maximize retention and long-term shareholder value.

The Compensation Committee continues to review proposed compensation arrangements for its named executive officers. It determined that, effective for fiscal year 2014, annual bonus compensation will continue to be based upon net profit after tax and the other factors enumerated herein.

Equity-Based Compensation

We have one equity incentive plan that currently provides long-term incentives for our named executive officers and allows for the grant of stock options and restricted stock. We do not require any of our executive officers to own any minimum number of shares of our stock.

We believe our 2008 Equity Incentive Plan aligns the interests of key employees, including the named executive officers, with those of our shareholders. We provide our named executive officers with an incentive to achieve superior performance by granting them long-term incentives to purchase our common stock at a fixed exercise price that equals the fair market value of the underlying stock on the date of the grant or, alternatively, restricted stock grants that vest over a certain number of years of service.

The Compensation Committee administers our equity incentive plans. The Compensation Committee has the authority to select the key employees eligible for the incentive awards. The Compensation Committee does not utilize any performance goals in determining the number of incentive awards to be granted. In determining the number and mix of incentive awards to be awarded, the Compensation Committee considers (i) the number of incentive awards previously granted to an executive officer, (ii) its own analysis of that employee s contribution to CVB Financial Corp., including an assessment of the employee s responsibilities, as well as a subjective assessment of the employee s commitment to CVB Financial Corp. s future, (iii) the number of incentive awards granted to executives with similar responsibilities at our peer banks and bank holding companies, and (iv) the projected percentage such incentive compensation would constitute of each executive s overall compensation. The amount of compensation an award recipient may receive pursuant to the incentive is, in the case of options, based solely on an increase in the value of our common stock after the date of the grant, and, with respect to restricted stock, based on our share price at the vesting date.

The Compensation Committee s goal is generally to maintain a balance between grants of stock options and restricted stock and to take into account the compensation expense associated with each form of incentive compensation. The Compensation Committee also takes into account the degree to which a grant of restricted stock versus stock options will incentivize the Company s executives. When the Compensation Committee believes granting restricted stock instead of stock options would result in a more realizable value to its executives, thereby serving as a more effective incentive tool, it may choose to grant restricted stock.

Options and restricted stock are awarded to key employees and directors periodically, as decided by the Compensation Committee. In past years, in most cases, awards were made biennially, but in 2013, the Compensation Committee concluded that annual awards may be a more appropriate interval for making grants of stock options and/or restricted stock. The Compensation Committee s reasons for this change include (i) prevailing practices for the grant of awards at competitor financial institutions in the peer group described in the section of this proxy statement on Peer Group Considerations and the Compensation Consultant , (ii) the Compensation Committee s desire to enhance the reward and retention elements of CVB Financial Corp. s equity incentive program, and (iii) the Compensation Committee s desire to achieve a level of award value that more precisely tracks the average price of CVB Financial Corp. stock over a given period.

In addition, on occasion, we issue stock options or restricted stock on dates outside our normal award cycle. This may be done in conjunction with the hiring of an individual, renewal of an employment contract or as a special incentive. On each occasion, the Compensation Committee is responsible for determining the amount of these awards.

The exercise price for options is always the closing market price as of the close of business on the day of the grant.

Discussion of Named Executive Officer Compensation for Fiscal Year 2013

Christopher D. Myers, President and Chief Executive Officer

Base Salary. In determining base salary, the Compensation Committee gives significant weight to Mr. Myers key role in influencing the overall performance of CVB Financial Corp. and Citizens Business Bank. Mr. Myers base salary was $750,000 for the full year 2013.

Bonus. The maximum amount of bonus Mr. Myers was entitled to earn under the Executive Incentive Plan was 150% of his base salary. In order to adequately compensate Mr. Myers in recognition of his overall responsibilities, including supervision of all of our other executive officers, and to further incentivize him to meet his designated performance targets, Mr. Myers levels are set at higher percentages than those of the other named executive officers. The Compensation Committee has the discretion to pay more or less than this fixed dollar amount.

In calculating performance-based compensation for Mr. Myers, the Compensation Committee considered CVB Financial Corp. s achievements of several important goals in 2013, including (1) increase in net profit after tax, (2) management of operating expenses and (3) core deposit growth. Mr. Myers led Citizens Business Bank to another year of strong performance in 2013, with reported net income at a record high of $95.6 million for the year ended December 31, 2013, and a return on average shareholders equity of 12.34 percent in an economic environment where growth in bank earnings remained challenging. In addition, CVB Financial Corp. maintained strong capital ratios and significant liquidity. CVB Financial Corp. declared its 98th consecutive quarterly dividend and declared $40.5 million in dividends to shareholders in 2013. Accordingly, Mr. Myers surpassed the highest bonus level for net profit after tax growth (150%) and for careful management of operating expenses (150%), and he achieved the 100% bonus level for average deposit growth. On the other hand, Mr. Myers did not achieve the minimum 75% threshold for growth in Average Total Loans and thus received no bonus for this component, although loan growth did show improvement in the second half of 2013. Similarly, Mr. Myers received no bonus for growth in service fee and noninterest income, as Citizens Business Bank did not achieve the minimum 75% threshold for growth of this component, due in part to reduced swap-fee income as a result of the sustained low interest rate environment. As a result of this mix of accomplishments, the Compensation Committee awarded Mr. Myers a cash bonus of $675,000 for 2013, which represents approximately 90% of his base compensation.

Performance Measures	**Weight**	**2012 Results**	**Level 1 75%**	**Level 2 100%**	**Level 3 150%**	**2013 Plan**	**2013 Results**	**Current Results As of 12/31/13**
Net Profit After Tax (CVBF)(1)	40%	$ 89,242	$ 80,000	$ 83,000	$ 86,000	$ 80,100	$ 95,608	150%
Average Demand Deposits(2)	20%	$ 2,220,714	$ 2,400,000	$ 2,450,000	$ 2,500,000	$ 2,426,000	$ 2,449,300	75%
Operating Expenses(3)	10%	$ 117,712	$ 118,500	$ 117,500	$ 116,500	$ 118,300	$ 114,028	150%
Average Total Loans (Net)(4)	20%	$ 3,427,571	$ 3,500,000	$ 3,550,000	$ 3,600,000	$ 3,542,000	$ 3,393,700	0%
Fee Income and Noninterest Income(5)	10%	$ 41,921	$ 43,000	$ 44,000	$ 45,000	$ 43,300	$ 41,316	0%

(1) For 2012 Results column only, includes Net Profit After Tax Add-Back as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(2) Noninterest-Bearing.
(3) For 2012 Results column only, excludes FHLB Prepayment Expense as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(4) Net of San Joaquin Bank mark-to-market discount and deferred loan fees.
(5) Includes loan and prepayment fees and excludes credit charges.

Equity-Based Compensation. No new grants of stock options or restricted stock were made to Mr. Myers in 2013, since it was understood that Mr. Myers and the Company would be discussing a new employment agreement and potential new stock option and restricted stock grants in connection with the expiration of Mr. Myers 2009 Employment Agreement in 2014.

Richard C. Thomas, Executive Vice President and Chief Financial Officer and the Finance Division Manager of CVB Financial Corp. and Citizens Business Bank

Base Salary. Mr. Thomas received a base salary of $290,000 during 2013. The Compensation Committee believes that this base salary is consistent with those of chief financial officers at our peer banks and bank holding companies.

Bonus. The maximum amount of bonus Mr. Thomas was entitled to earn under the Executive Incentive Plan for 2013 was 75% of his base salary. The performance measures for Mr. Thomas were identical to those for Mr. Myers, because Mr. Thomas in his role as Chief Financial Officer is responsible for the overall financial performance of the Company.

In calculating performance-based compensation for Mr. Thomas in 2013, the Compensation Committee considered Mr. Thomas role in helping CVB Financial Corp. and Citizens Business Bank manage the challenging economic environment for banks, which has continued to have a disproportionate impact on the Inland Empire and Central Valley regions of California. Mr. Thomas successfully directed the Company s deployment of capital in connection with its growing portfolio of investment securities, and thus he played a key role in helping to generate net interest income, which in turn supported the Company s improved performance in generating overall net income. In addition, Mr. Thomas provided operational support to achieve financial goals, including assisting with operating expense management, the safety and soundness of Citizens Business Bank, and supporting growth initiatives, strategy development and the analysis of acquisition opportunities. He also helped the Company to maintain its strong liquidity position and the interest rate sensitivity of the Company s balance sheet within approved parameters. Mr. Thomas achieved the 75% level for the two key performance measures of growth in net profit after tax and careful management of operating expenses, he achieved the 25% level for the key performance measure of average demand deposit growth, and he earned no bonus for growth in Average Total Loans and for growth of service fee and noninterest income. As a result of these accomplishments, the Compensation Committee awarded Mr. Thomas a cash bonus of $137,750 for 2013, which represents approximately 47.5% of his base compensation.

Performance Measures	Weight	2012 Results	Level 1 25%	Level 2 50%	Level 3 75%	2013 Plan	2013 Results	Current Results As of 12/31/13
Net Profit After Tax (CVBF)(1)	40%	$ 89,242	$ 80,000	$ 83,000	$ 86,000	$ 80,100	$ 95,608	75%
Average Demand Deposits(2)	10%	$ 2,220,714	$ 2,400,000	$ 2,450,000	$ 2,500,000	$ 2,426,000	$ 2,449,300	25%
Operating Expenses(3)	20%	$ 117,712	$ 118,500	$ 117,500	$ 116,500	$ 118,300	$ 114,028	75%
Average Total Loans (Net)(4)	20%	$ 3,427,571	$ 3,500,000	$ 3,550,000	$ 3,600,000	$ 3,542,000	$ 3,393,700	0%
Fee Income and Noninterest Income(5)	10%	$ 41,921	$ 43,000	$ 44,000	$ 45,000	$ 43,300	$ 41,316	0%

(1) For 2012 Results column only, includes Net Profit After Tax Add-Back as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(2) Noninterest-Bearing.
(3) For 2012 Results column only, excludes FHLB Prepayment Expense as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(4) Net of San Joaquin Bank mark-to-market discount and deferred loan fees.
(5) Includes loan and prepayment fees and excludes credit charges.

Equity-Based Compensation. At its meeting on September 18, 2013, the Compensation Committee awarded Mr. Thomas 7,500 shares of restricted stock in CVB Financial Corp., which amounts shall vest in equal increments on the anniversary dates of the grant date in each of the next five years of Mr. Thomas employment with the Company. The grant price of the restricted stock was $13.48, which was the closing price of the Company s stock on the grant date.

David A. Brager, Executive Vice President and Sales Division Manager of Citizens Business Bank

Base Salary. Mr. Brager received a base salary of $280,000 during 2013. The Compensation Committee believes that this base salary is consistent with those of executive vice presidents of sales at our peer banks and bank holding companies.

Bonus. The maximum amount of bonus Mr. Brager was entitled to earn under the Executive Incentive Plan for 2013 was 75% of his base salary. As previously noted, the performance measures for Mr. Brager were identical to those for Mr. Myers, because Mr. Brager is responsible for the Sales Division, which is a key driver of the Company s net income, deposit gathering, loan generation, fee income and operating expenses.

Performance Measures	Weight	2012 Results	Level 1 25%	Level 2 50%	Level 3 75%	2013 Plan	2013 Results	Current Results As of 12/31/13
Net Profit After Tax (CVBF)(1)	30%	$ 89,242	$ 80,000	$ 83,000	$ 86,000	$ 80,100	$ 95,608	75%
Average Demand Deposits(2)	20%	$ 2,220,714	$ 2,400,000	$ 2,450,000	$ 2,500,000	$ 2,426,000	$ 2,449,300	25%
Operating Expenses(3)	10%	$ 117,712	$ 118,500	$ 117,500	$ 116,500	$ 118,300	$ 114,028	75%
Average Total Loans (Net)(4)	30%	$ 3,427,571	$ 3,500,000	$ 3,550,000	$ 3,600,000	$ 3,542,000	$ 3,393,700	0%
Fee Income and Noninterest Income(5)	10%	$ 41,921	$ 43,000	$ 44,000	$ 45,000	$ 43,300	$ 41,316	0%

(1) For 2012 Results column only, includes Net Profit After Tax Add-Back as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(2) Noninterest-Bearing.
(3) For 2012 Results column only, excludes FHLB Prepayment Expense as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(4) Net of San Joaquin Bank mark-to-market discount and deferred loan fees.
(5) Includes loan and prepayment fees and excludes credit charges.

In calculating performance-based compensation for Mr. Brager, the Compensation Committee considered Mr. Brager s role in helping the Company to achieve a number of its important business and financial goals for 2013, in the face of a continued challenging environment for banking institutions, particularly in the Inland Empire and Central Valley regions of California, where Citizens Business Bank maintains the bulk of its financial centers and operating facilities. The Compensation Committee recognized that Mr. Brager succeeded in assisting the Bank to continue to grow its deposit base and reduce its operating expenses, and to maintain its customer relationships during a period when a number of peer banking institutions struggled to do so. In support of these objectives, Mr. Brager accomplished several key strategic objectives, including establishing several key lending and product initiatives, helping Citizens Business Bank expand into new geographic markets such as San Diego, and consolidating overlapping branches of the Bank in the interest of improved efficiency. Mr. Brager surpassed the highest bonus level for growth in net profit after tax (75%) and for operating expenses (75%), and he achieved the 25% bonus level for average demand deposits. Mr. Brager received no bonus for the two measures of growth in Average Total Loans and fee and noninterest income, since the minimum targets were not achieved in either area, and he was the named executive officer with primary responsibility for these goals.

As a result of the application of these performance measures, Mr. Brager would have received an aggregate bonus of $98,000, or approximately 35% of his base compensation. However, as noted above, in the case of Mr. Brager, the Compensation Committee exercised its discretion to grant a bonus outside the specific parameters of his Executive Incentive Plan. The Compensation Committee made this decision in recognition of Mr. Brager s special efforts in undertaking direct sales management of Region 2 (Orange County) of Citizens Business Bank s five geographic sales regions, which was necessary due to the fact that the position of Senior Vice President for Sales and Service for Region 2 continued to be vacant for all of 2013. Mr. Brager fulfilled this responsibility in addition to his role as Executive Vice President and Sales Division Manager, and the Compensation Committee elected to award Mr. Brager an additional discretionary bonus of $28,700 to acknowledge his services to and support of Region 2. This resulted in Mr. Brager s receiving a final bonus for 2013 in the amount of $126,700, which represents approximately 45% of Mr. Brager s base compensation.

Equity-Based Compensation. At its meeting on September 18, 2013, the Compensation Committee awarded Mr. Brager 7,500 shares of restricted stock in CVB Financial Corp., which amounts shall vest in equal increments on the anniversary dates of the grant date in each of the next five years of employment with the Company. The grant price of the restricted stock was $13.48, which was the closing price of the Company s stock on the grant date.

James F. Dowd, Executive Vice President and Chief Credit Officer of Citizens Business Bank

Base Salary. Mr. Dowd received a base salary of $300,000 during 2013. The Compensation Committee believes that this base salary is consistent with those of executive vice presidents and chief credit officers at our peer banks and bank holding companies.

Bonus. The maximum amount of bonus Mr. Dowd was entitled to earn under the Executive Incentive Plan for 2013 was 75% of his base salary. For Mr. Dowd, the individual performance measures and their respective percentage weightings differed from our other named executive officers and were as follows:

Performance Measures	Weight	2012 Results	Level 1 25%	Level 2 50%	Level 3 75%	2013 Plan	2013 Results	Current Results As of 12/31/13
Net Profit After Tax (CVBF)(1)	40%	$ 89,242	$ 80,000	$ 83,000	$ 86,000	$ 80,100	$ 95,608	75%
Average Total Loans (Net)(2)	30%	$ 3,427,571	$ 3,500,000	$ 3,550,000	$ 3,600,000	$ 3,542,000	$ 3,393,700	0%
Operating Expenses(3)	5%	$ 117,712	$ 118,500	$ 117,500	$ 116,500	$ 118,300	$ 114,028	75%
Delinquencies (Quarterly Average)(4)	5%	0.13	0.30	0.20	0.10	0.30	0.09	75%
Non-Performing Assets + OREO/ Total Loans (Quarterly Average)(5)	10%	2.25%	2.10%	1.80%	1.50%	2.10%	1.78%	50%
Positive Credit Environment(6)	10%	Excellent	Very Good	Excellent	Outstanding		Excellent	50%

(1) For 2012 Results column only, includes Net Profit After Tax Add-Back as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(2) Net of San Joaquin Bank mark-to-market discount and deferred loan fees.
(3) For 2012 Results column only, excludes FHLB Prepayment Expense as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(4) Includes San Joaquin Bank loans.
(5) Non-covered loans only.
(6) Center visitations, portfolio management, response time, sales support, loan documentation and servicing, special assets management.

In addition to net profit after tax, total loans and operating expenses, Mr. Dowd is also measured with respect to his efforts at creating a positive credit environment through his management of the loan portfolio, oversight of loan documentation and servicing, support of sales efforts, responsiveness to customers, visits to loan centers and workouts of troubled loans. Mr. Dowd s performance goals are different because his credit management functions tie more closely to these performance goals than those of any of the other named executive officers. Despite only marginal improvement in the challenging credit environment in the Inland Empire and Central Valley areas of California, Mr. Dowd managed to decrease the quarterly average of loan delinquencies from 0.13% of total assets for 2012 to 0.09% of total assets for 2013. In addition, Mr. Dowd has provided significant leadership in our credit administration, credit policy, special assets and loan operations areas during 2013, in the face of a slower than expected economic recovery. Mr. Dowd maintained a positive credit environment at Citizens Business Bank by conducting sound portfolio management, by consistently demonstrating effective response times on loan applications and appropriate levels of sales support, and by exercising excellent management of our loan documentation and loan servicing units. Mr. Dowd obtained the highest bonus level (75%) for loan delinquencies, net profit after tax and for management of operating expenses. He achieved the 50% bonus level for management of non-performing assets and OREO/total loans and for maintaining a positive credit environment. He received no bonus for growth in average total loans since this measure did not improve to the desired level. As a result of this mix of accomplishments, the Compensation Committee awarded Mr. Dowd a cash bonus of $142,500, which represents approximately 48% of his base compensation.

Equity-Based Compensation. At its meeting on September 18, 2013, the Compensation Committee awarded Mr. Dowd 7,500 shares of restricted stock in CVB Financial Corp., which amounts shall vest in equal increments on the anniversary dates of the grant date in each of the next five years of Mr. Dowd s employment with the Company. The grant price of the restricted stock was $13.48, which was the closing price of the Company s stock on the grant date.

David C. Harvey, Executive Vice President and Chief Operations Officer of Citizens Business Bank

Base Salary. Mr. Harvey received a base salary of $280,000 during 2013. The Compensation Committee believes that this base salary is consistent with those of the executive vice presidents for operations at our peer banks and bank holding companies.

Bonus. The maximum amount of bonus Mr. Harvey was entitled to earn under the Executive Incentive Plan for 2013 was 75% of his base salary. The performance measures for Mr. Harvey were different from those of the other named executives, because his bonus compensation is designed to align more with Operations Division Management, which includes staff recruitment, organizational structure and execution, technology enhancement, product development and implementation, cost control and project management. The Compensation Committee evaluated Mr. Harvey s performance by the following measures when considering whether to grant him a bonus for 2013:

Performance Measures	Weight	2012 Results	Level 1 25%	Level 2 50%	Level 3 75%	2013 Plan	2013 Results	Current Results As of 12/31/13
Net Profit After Tax (CVBF)(1)	30%	$ 89,242	$ 80,000	$ 83,000	$ 86,000	$ 80,100	$ 95,608	75%
Average Demand Deposits(2)	20%	$ 2,220,714	$ 2,400,000	$ 2,450,000	$ 2,500,000	$ 2,426,000	$ 2,449,300	25%
Operating Expenses(3)	20%	$ 117,712	$ 118,500	$ 117,500	$ 116,500	$ 118,300	$ 114,028	75%
Fee Income and Noninterest Income(4)	20%	$ 41,921	$ 43,000	$ 44,000	$ 45,000	$ 43,300	$ 41,316	0%
Division Management(5)	10%	Excellent	Very Good	Excellent	Outstanding		Outstanding	75%

(1) For 2012 Results column only, includes Net Profit After Tax Add-Back as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .

(2) Noninterest-Bearing.
(3) For 2012 Results column only, excludes FHLB Prepayment Expense as described in the section of this proxy statement on Executive Incentive Plan Performance-Based Compensation .
(4) Includes loan and prepayment fees and excludes credit charges.
(5) Staff recruitment/development, organizational structure and execution, technology enhancement, product development and implementation, cost control and project management.

In calculating the performance-based compensation for Mr. Harvey, the Compensation Committee considered Mr. Harvey s key role in achieving a number of the Company s important operational objectives for 2013, including significant improvements in the Company s technology infrastructure, the implementation or enhancement of new or improved cash management products for our Bank customers, and a major transition to a new on-line banking platform for our customers. In addition, Mr. Harvey helped the Company to reduce its operating expenses in a number of support service areas, as part of the Company s successful reduction in its expense ratios. The Compensation Committee determined that Mr. Harvey demonstrated effective leadership in this area. Mr. Harvey achieved the 75% level for the three key performance measures of net profit after tax, reduction of operating expenses and strong division management, and he achieved the 25% bonus level for average demand deposits. However, he received no bonus for fee and noninterest income as the minimum target in this area was not achieved. As a result of the application of these metrics, the Compensation Committee awarded Mr. Harvey a cash bonus of $140,000 for 2013, which represents approximately 50% of his base compensation.

Equity-Based Compensation. At its meeting on September 18, 2013, the Compensation Committee awarded Mr. Harvey 7,500 shares of restricted stock in CVB Financial Corp., which amounts shall vest in equal increments on the anniversary dates of the grant date in each of the next five years of employment with the Company. The grant price of the restricted stock was $13.48, which was the closing price of the Company s stock on the grant date.

Retirement Plans

The CVB Financial Corp. 401(k)/Profit Sharing Plan primarily provides retirement benefits to all eligible employees, including our named executive officers. It also has death and disability features.

All eligible employees also receive a Qualified Non-Elective Contribution to the 401(k) portion of the plan, which is immediately vested. Annual contributions are made solely by CVB Financial Corp. These contributions are guaranteed to eligible 401(k) Plan participants. For 2013, CVB Financial Corp. contributed $1,542,839, or 3% of total eligible employee base salary and bonus, to the Qualified Non-Elective Contribution. Of this amount, $38,250 was contributed to the accounts of the named executive officers. We allocate contributions proportionately to the accounts of plan participants based on their respective base salaries and bonuses.

For Profit Sharing, employees become eligible upon completing at least one year of service and 1,000 hours of employment in the applicable calendar year. Plan participants become fully vested in amounts contributed upon reaching six years of service. Contributions to the Profit Sharing Plan are made by CVB Financial Corp. at the discretion of the Board of Directors. For 2013, CVB Financial Corp. contributed $1,114,273, or 2.5% of total eligible employee base salary, to the Profit-Sharing Plan. Of this amount, $31,875 was contributed to the accounts of the named executive officers.

Deferred Compensation Program

The Compensation Committee has the discretion to contribute amounts to Christopher D. Myers deferred compensation plan, and CVB Financial Corp. has guaranteed Mr. Myers a fixed rate of return of 6% plus a bonus rate equal to the sum, if any, of the Treasury Bond Rate plus 2% less 6%. The Compensation Committee gave Mr. Myers a guaranteed rate of return in order to induce him to join CVB Financial Corp. in 2006.

We also have a broader based deferred compensation program for certain other senior employees, including the other named executive officers and our directors. There is no guaranteed rate of earnings on this broader deferred compensation program. These programs allow the named executive officers, directors and other program participants to realize certain tax benefits for compensation that they otherwise earn, as permitted by the Compensation Committee.

Health and Welfare Benefits

Health and welfare benefits are an additional part of compensation. We offer our employees a full range of medical, dental, vision, life and long-term disability coverage. All employees, including our named executive officers, pay approximately 25% of the costs, while the Company pays the remaining 75%. We believe these benefits are comparable to those offered to employees by peer banks and financial institutions.

Change in Control Agreements

To ensure the continuity of management in the event of a change in control of the Company, each of our current named executive officers, other than our President and Chief Executive Officer, has entered into a severance compensation agreement with change in control features or, in the case of our President and Chief Executive Officer, has specific change in control features incorporated into his existing employment agreement. Mr. Myers specific change in control arrangements are summarized in the section of this proxy statement on Potential Payments Upon Termination or Change in Control .

For our named executive officers other than Mr. Myers, in order to receive benefits under the severance agreement change in control provisions, there must be a change in control of CVB Financial Corp. or Citizens Business Bank, and the executive s employment must terminate (whether by the successor corporation or by the employee himself) within one year of the occurrence of that change in control. The Compensation Committee believes that this single trigger severance compensation plan for these four named executive officers helps ensure successful integration in the event of a change in control and allows the named executive officer to be compensated if either the successor company or the named executive officer himself believes continuing on with a successor following a change in control is not in his best interest. Additionally, all outstanding unvested stock options or restricted stock would accelerate upon the occurrence of a change in control. For further information regarding these change in control provisions, see Potential Payments Upon Termination or Change in Control below. Payments under these change in control agreements did not influence the Compensation Committee s decisions with respect to other aspects of the named executive officers compensation, since the Compensation Committee believes that payments following termination of service may never occur, while payment for services rendered provide an immediate benefit which enhances shareholder value.

Tax Deductibility and Executive Compensation

Section 162(m) of the Internal Revenue Code generally limits the corporate deduction for compensation paid to our named executive officers to $1 million per individual, unless certain requirements are met which establish that compensation as performance-based. The Compensation Committee has considered the impact of this tax code provision, and attempts, to the extent practical, to implement compensation policies and practices that maximize the potential income tax deductions available to us by qualifying such policies and practices as performance-based compensation exempt from the deduction limits of Section 162(m).

The Compensation Committee will continue to review and modify our compensation practices and programs as necessary to ensure our ability to attract and retain key executives while taking into account the deductibility of compensation programs. The Company s bonus plans for named executive officers for 2013 are designed generally to satisfy the deductibility requirements of Section 162(m). Similarly, equity grants under our stock-based incentive plans and amounts paid pursuant to our Executive Incentive Plan, which was approved by our shareholders in 2010, are designed generally to satisfy the deductibility requirements of Section 162(m). The Compensation Committee has retained the flexibility, however, to pay compensation which is not deductible for tax purposes because it believes that doing so permits it to take into consideration factors that are consistent with good corporate governance and the best interests of our shareholders.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and based on such review and discussions, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION COMMITTEE

Ronald O. Kruse (Chair)	*Raymond V. O Brien III*
George A. Borba, Jr.	*Hal W. Oswalt*
Stephen A. Del Guercio	*San E. Vaccaro*
Robert M. Jacoby, C.P.A.	

Discussion of Compensation Policies and Practices Related to Risk Management

The Compensation Committee noted that, while CVB Financial Corp. s incentive compensation programs reward employees, including senior executives, based in part on their business line performance and the achievement of certain performance objectives, specifically loan and deposit growth, fee income, net profit after tax, and operating expense management, which presented the potential for excessive risk taking, CVB Financial Corp. also has a practice of paying long-term compensation as a significant portion of total compensation and an emphasis on overall performance in compensation decisions. Additionally, the Compensation Committee found that CVB Financial Corp., through the monitoring of its Audit Committee, its Management Compliance Committee, and its Risk Management Committee, has appropriate compliance, internal control, and disclosure review and reporting programs, including regular review by the Loan Committee of both underwriting standards and Citizens Business Bank s major banking relationships. Further, Citizen Business Bank s Chief Risk Officer actively oversees the compliance with the requirements of the Risk Management Policy and Program and is in regular contact with the foregoing committees to address material risks. Finally, CVB Financial Corp. s stock ownership guidelines and the prohibition on, and right to discipline employees for, manipulating business goals for compensation purposes in accordance with the Code of Ethics also contribute to mitigating any risk associated with compensation incentives. Ultimately, the Compensation Committee determined that the foregoing measures provided adequate safeguards that should either prevent or discourage excessive risk taking.

Summary of Compensation

The following table sets forth the compensation awarded to, earned by or paid for services received by our named executive officers for the last three fiscal years ended December 31, 2013, 2012 and 2011 (or such shorter periods of time as such executives have been serving us as named executive officers).

Summary Compensation Table

Name and Principal Position(a)	Year(b)	Salary ($)(c)	Bonus ($)(d)(1)	Stock Awards ($)(e)(2)	Option Awards ($)(f)(2)	Non-Equity Incentive Plan Comp. ($)(g)(3)	Change in Pension Value and Nonqualified Deferred Comp. Earnings ($)(h)(4)	All Other Comp. ($)(i)(5)	Total ($)(j)
Christopher D. Myers	2013	750,000				675,000	87,976	54,481	1,567,457
President and CEO of the	2012	750,000				712,500	59,882	69,475	1,591,857
Company and the Bank	2011	750,000				845,000	34,518	61,078	1,690,596
Richard C. Thomas	2013	290,000		101,100		137,750		43,759	572,609
EVP, CFO of the	2012	285,000		59,100	45,148	135,375		42,122	566,745
Company and the Bank	2011	285,000				165,000		31,231	481,231
David A. Brager	2013	280,000	28,700	101,100		98,000		58,181	565,981
EVP, Sales Division	2012	275,000	32,000	59,100	45,148	116,875		60,719	588,842
Manager of the Bank	2011	275,000				160,000		76,224	511,224
James F. Dowd	2013	300,000		101,100		142,500		48,235	591,835
EVP, Chief Credit	2012	297,500		59,100	45,148	111,563		44,034	557,345
Officer of the Bank	2011	297,500				178,500		49,376	525,376
David C. Harvey	2013	280,000		101,100		140,000		66,547	587,647
EVP, Chief Operations	2012	270,000		59,100	45,148	155,250		55,501	584,999
Officer of the Bank	2011	270,000				160,000		59,204	489,204

(1) The only named executive officer who received a discretionary bonus for 2013, in addition to receiving a bonus under the Executive Incentive Plan, was David A. Brager, as set forth in the section of this proxy statement on Discussion of Named Executive Officer Compensation for Fiscal Year 2013 . The other four named executive officers were not paid any discretionary bonuses for 2013, and all applicable named executive officers received incentive compensation awards for 2013 pursuant to the Company s Executive Incentive Plan.

(2) Pursuant to SEC regulations regarding the valuation of equity awards, amounts in columns (e) and (f) represent the applicable full grant date fair values of stock awards and stock options in accordance with FASB ASC Topic 718, excluding the effect for forfeitures. These amounts correspond to our accounting expense and do not correspond to the actual value that will be realized by the named executive officers. For information on the valuation assumptions, refer to the Note on Stock Option Plans and Restricted Stock Awards in the financial statements filed with our Annual Report on Form 10-K for the respective year end.

(3) Cash incentive compensation awards paid to Messrs. Myers, Thomas, Brager, Dowd and Harvey under the Executive Incentive Plan, and the additional cash bonus paid to Mr. Brager, were awarded by the Compensation Committee in February 2014.

(4) The amount included in column (h) for 2013 represents the amount of interest which exceeds 120% of the applicable federal long-term rate (as prescribed under Section 1274(d) of the Internal Revenue Code) on deferred compensation for Mr. Myers at December 31, 2013.

(5) The amounts shown in column (i) reflect the following for each of the executives for 2013:

(a) Mr. Myers other compensation represents $11,400 for country club dues, $22,589 for health benefits, $816 for life insurance premiums, $14,025 for a contribution to the 401(k)/Profit Sharing Plan, $3,093 for the personal use of a company car, a $150 gift card, and $2,408 for expenses associated with his spouse s attendance with him at certain business conferences and seminars.

(b) Mr. Thomas other compensation represents $14,407 for health benefits, $777 for life insurance premiums, $14,025 for a contribution to the 401(k)/Profit Sharing Plan, $14,400 auto allowance, and a $150 gift card.

(c) Mr. Brager s other compensation represents $6,265 for country club dues, $22,589 for health benefits, $752 for life insurance premiums, $14,025 for a contribution to the 401(k)/Profit Sharing Plan, $14,400 auto allowance and a $150 gift card.

(d) Mr. Dowd s other compensation represents $8,040 for country club dues, $10,810 for health benefits, $810 for life insurance premiums, $14,025 for a contribution to the 401(k)/Profit Sharing Plan, $14,400 auto allowance, and a $150 gift card.
(e) Mr. Harvey s other compensation represents $14,644 for country club dues and initiation fee, $22,589 for health benefits, $739 for life insurance premiums, $14,025 for a contribution to the 401(k)/Profit Sharing Plan, $14,400 auto allowance and a $150 gift card.

Grants of Plan-Based Awards

Because, as noted in the section of this proxy statement on Equity-Based Compensation , the Compensation Committee decided in 2013 to consider making regular stock option and/or restricted stock awards on an annual basis, as opposed to the Company s previous practice of making such grants in even-numbered years, the Company awarded 7,500 shares of restricted stock to each named executive officer during 2013, except in the case of the Company s CEO and President, Christopher D. Myers.

The following table illustrates equity and cash incentive awards during 2013.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Threshold ($)	Target ($)	Maximum ($)(1)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Grant Date Price of Stock Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)(2)
Christopher D. Myers				1,125,000				
Richard C. Thomas	9/18/2013			217,500	7,500		13.48	101,100
David A. Brager	9/18/2013			210,000	7,500		13.48	101,100
James F. Dowd	9/18/2013			225,000	7,500		13.48	101,100
David C. Harvey	9/18/2013			210,000	7,500		13.48	101,100

(1) Represents the maximum amount which could be earned by each named executive officer based upon his 2013 salary under CVB Financial Corp. s annual cash-based Executive Incentive Plan, as described in Compensation Discussion and Analysis.
(2) For information on the valuation assumptions, refer to the Note on Stock Option Plans and Restricted Stock Awards in the financial statements filed with our Annual Report on Form 10-K for the applicable year end.

Discussion of Summary Compensation and Grant of Plan-Based Awards Tables

Our executive compensation policies and practices, pursuant to which the compensation set forth in the Summary Compensation Table and the Grants of Plan-Based Awards Table was paid or awarded, are described above under Compensation Discussion and Analysis. A summary of certain material terms of our compensation plans and arrangements is set forth below.

2009 and 2014 Employment Agreements with Chief Executive Officer

In 2009, CVB Financial Corp. and Citizens Business Bank entered into an employment agreement with Christopher D. Myers, in his capacity as the President and Chief Executive Officer of CVB Financial Corp. and Citizens Business Bank (the 2009 Employment Agreement). The 2009 Employment Agreement became effective on September 16, 2009, and provides for a five-year term. Because the 2009 Employment Agreement would have expired on September 15, 2014, and the Board of Directors believed it was in the best interests of the Company to renew Mr. Myers employment term, CVB Financial Corp. and Citizens Business Bank entered into a new employment agreement with Mr. Myers on February 4, 2014, for an additional period of five years, commencing on that date (the 2014 Employment Agreement). Accordingly, since the 2009 Employment Agreement was in effect with Mr. Myers for the entire 2013 fiscal year of the Company, the following discussion will (1) summarize certain key terms of the 2009 Employment Agreement and (2) summarize the key changes in those terms as reflected in the 2014 Employment Agreement. Additional information on Mr. Myers 2014 Employment Agreement is set forth in the Company s filing on Form 8-K on February 6, 2014 and will be further addressed in the Company s proxy statement for the 2015 annual shareholders meeting.

The 2009 Employment Agreement provides, during the employment term, for, among other things, (a) a minimum base salary of $750,000 per year; (b) an annual bonus consistent with Citizens Business Bank s applicable executive incentive compensation program, based upon Mr. Myers performance and accomplishment of business and financial goals during the complete fiscal year and the overall financial performance of Citizens Business Bank; (c) the one-time grant of a restricted stock award of 250,000 shares of CVB Financial Corp. s common stock under our 2008 Equity Incentive Plan; (d) the grant of stock options to purchase 500,000 shares of CVB Financial Corp. s common stock under our 2008 Equity Incentive Plan; (e) continued participation in a deferred compensation program created for Mr. Myers benefit with a guaranteed minimum 6% earnings rate; (f) eligibility to participate in group benefit plans and programs of CVB Financial Corp.; (g) reimbursement for reasonable, ordinary and necessary business expenses incurred by Mr. Myers in connection with his use of a Bank-provided automobile; (h) reimbursement for the reasonable cost of one country club membership and an additional country club membership at the discretion of Citizens Business Bank; and (i) reimbursement for reasonable, ordinary and necessary business expenses incurred by Mr. Myers in connection with the performance of his duties as President and Chief Executive Officer of CVB Financial Corp. and Citizens Business Bank.

The restricted stock grant of 250,000 shares, and the grant of stock options to purchase 500,000 shares, each vests in five equal installments on each anniversary of the date of the grants, such that on September 16, 2014, the entire remaining unvested amounts of both grants will be vested. Dividends are paid on Mr. Myers restricted stock at the same rate as dividends declared on all other shares of our common stock. In the event of a change in control of CVB Financial Corp. or Citizens Business Bank, all the vesting restrictions lapse. The Compensation Committee has the authority, in its sole and absolute discretion, to remove any or all of the vesting restrictions on the stock and option grants.

The 2014 Employment Agreement, as noted above, became effective on February 4, 2014, subsequent to the end of the Company s 2013 fiscal year, and provides for a new five year term ending on February 3, 2019. The key changes to the provisions of Mr. Myers previous compensation as implemented by the 2014 Employment Agreement include (a) an increase in the minimum base salary to $800,000 per year, retroactive to January 1, 2014, (b) the grant of a restricted stock award of 300,000 shares of CVB Financial Corp. s common stock under our 2008 Equity Incentive Plan and (c) the grant of stock options to purchase 150,000 shares of CVB Financial Corp. s common stock under our 2008 Equity Incentive Plan. The Compensation Committee believed that an increase in base salary was appropriate under the circumstances in view of Mr. Myers continued strong performance as the Company s President and Chief Executive Officer and the fact that Mr. Myers had received no increases in his base salary since the effective date of the 2009 Employment Agreement. The vesting of Mr. Myers new restricted stock and stock option grants is similar to the vesting periods provided in the 2009 Employment Agreement, with each grant vesting in five equal annual installments on the anniversary of the date of the grants. The other benefits provided to Mr. Myers under the 2014 Employment Agreement are also substantially consistent with those provided in his 2009 Employment Agreement.

2008 Equity Incentive Plan

The following is a description of our 2008 Equity Incentive Plan (the 2008 Plan):

The 2008 Plan provides for grants of stock options and restricted stock (sometimes referred to individually or collectively as Awards) to non-employee directors, officers, employees and consultants of CVB Financial Corp. and its subsidiaries. Stock options may be either incentive stock options (ISOs), as defined in

Section 422 of the Internal Revenue Code of 1986, as amended (the Code), or non-qualified stock options (NQSOs).

Administration

Our Compensation Committee currently administers our 2008 Plan. The 2008 Plan terminates in 2018. However, such termination will not affect Awards granted under the 2008 Plan prior to termination.

When Awards made under the 2008 Plan expire or are forfeited, the underlying shares become available for future Awards under the 2008 Plan. Shares awarded and delivered under the 2008 Plan may be authorized but unissued, or reacquired, shares.

Eligibility for Awards

Employees, officers, consultants and non-employee directors of CVB Financial Corp. or its subsidiaries may be granted Awards under the 2008 Plan. As of March 14, 2014, there were eight non-employee directors, five named executive officers, and 399 officers (who are not named executive officers) eligible to receive Awards under the 2008 Plan. The Compensation Committee determines which individuals will receive Awards, as well as the number and composition of each Award. Awards under the 2008 Plan may consist of either stock options or restricted stock or a combination of both as determined by the Compensation Committee (or by the full Board of Directors in the case of Awards to non-employee directors). These decisions may be based on various factors, including a participant s duties and responsibilities, the value of the participant s past services, his/her potential contributions to CVB Financial Corp. s success, and other factors.

Exercise Price

The Compensation Committee determines the exercise price for the shares underlying each Award on the date the Award is granted. The exercise price for shares under an ISO may not be less than 100 percent of fair market value (defined under the 2008 Plan as our closing stock price) on the date the Award is granted under Code Section 422. Similarly, under the terms of the 2008 Plan, the exercise price for NQSOs may not be less than 100 percent of fair market value on the date of grant.

Amendments; Adjustments

Except for adjustments upon changes in capitalization, dissolution, merger or asset sale, the 2008 Plan prohibits CVB Financial Corp. from making any material amendments to the 2008 Plan or from decreasing the exercise price or purchase price of any outstanding Award (including by means of cancellation or re-grant) without shareholder approval.

No participant may be granted Awards in any one year to purchase more than an aggregate of 100,000 shares, with the exception of Christopher D. Myers, who, (i) in September 2009, was granted 250,000 shares of restricted stock and options to purchase 500,000 shares of common stock in connection with his 2009 Employment Agreement and (ii) in February 2014, was granted 300,000 shares of restricted stock and options to purchase 150,000 shares of common stock in connection with his 2014 Employment Agreement. Any limitations are subject to proportional adjustment in connection with any change in CVB Financial Corp. s capitalization as described in the 2008 Plan.

Exercisability

The Compensation Committee determines when Awards become exercisable. However, no Award may have a term longer than ten years from the date of grant unless otherwise approved by CVB Financial Corp. s shareholders, and no Award may be exercised after expiration of its term. An Award that becomes exercisable based on the participant s continuous status as an employee, consultant or non-employee director, must require no less than a three-year vesting period for such Award to become exercisable in full. The 2008 Plan permits the Compensation Committee to accelerate the vesting of stock options and to reduce the period of restriction on restricted stock to less than three years in the event the continuous service of an employee or consultant terminates due to death or retirement. After an Award is granted, the Compensation Committee has the authority to change the terms and conditions of Awards, including changing vesting provisions or removing restrictions, subject to compliance with the terms of the 2008 Plan. Payment for any shares issued upon exercise of an Award shall be specified in each participant s Award agreement, and may be made by cash, check or other means specified in the 2008 Plan.

Effect of Termination, Death, or Disability

If a participant s employment, consulting arrangement, or service as a non-employee director terminates for any reason, vesting of ISOs and NQSOs generally will stop as of the effective termination date. Participants generally have three months from their termination date to exercise vested unexercised options before they expire. Longer post-termination exercise periods apply in the event the termination of employment or cessation of service results from death or disability, and retirement in the case of nonqualified stock options. If a participant is dismissed for cause, the right to exercise shall terminate immediately upon such termination.

Non-Transferability of Awards

Unless otherwise determined by the Compensation Committee, Awards granted under the 2008 Plan are not transferable other than by will or the laws of descent and distribution, and may be exercised by the participant only during the participant s lifetime. With the approval of the Compensation Committee, NQSOs and restricted stock may be transferred in certain instances by gift to family members, a trust for the benefit of a participant and/or members of the participant s immediate family, or certain other related parties.

Restricted Stock

The 2008 Plan also permits CVB Financial Corp. to make grants of restricted stock. The Compensation Committee has discretion to establish periods of restriction during which shares awarded remain subject to forfeiture or CVB Financial Corp. s right to repurchase if the participant s employment terminates for any reason (including death or disability). Restrictions may be based on the passage of time, the achievement of specific performance objectives, or other measures as determined by the Compensation Committee in its discretion. The period of restriction shall not be less than one year for Awards that are earned based on the attainment of performance goals, and not less than three years for Awards that are earned based on continuous status as an employee, consultant or director. During periods of restriction, a participant has the right to vote his/her restricted stock and to receive distributions and dividends, if any, but may not sell or transfer any such shares in a manner which has not been approved by the Compensation Committee.

Changes in Capitalization; Change in Control

The 2008 Plan provides for exercise price and quantity adjustments if CVB Financial Corp. declares a stock dividend or stock split. Also, unless otherwise provided in an award agreement, in the event of a change in control, then all Awards under the 2008 Plan will accelerate and become fully exercisable and all restrictions and conditions on any Award then outstanding will lapse as of the date of the change in control. Change in control means the occurrence of any of the following: (a) any person becomes the beneficial owner of securities of CVB Financial Corp. representing 50% or more of the total voting power represented by CVB Financial Corp. s then-outstanding voting securities; (b) the consummation of the sale or disposition by CVB Financial Corp. of all or substantially all of its assets; (c) the consummation of a liquidation or dissolution of CVB Financial Corp.; or (d) the consummation of a merger or consolidation of CVB Financial Corp. with any other corporation, with certain exceptions. Upon consummation of a change in control, except as determined by the Board of Directors, the 2008 Plan and any Award which is exercisable but not exercised shall terminate unless provision is made for the assumption of the 2008 Plan and/or Awards in connection with the change in control.

Outstanding Equity Awards

The following table lists the outstanding equity awards for our named executive officers at December 31, 2013. All of the awards have been adjusted for the stock dividends and stock splits declared by CVB Financial Corp. since the grant date, if any. Unless otherwise specified, all of the option awards listed vest at a rate of 20% per year (i.e., over a five year period from the date of grant) and expire ten years from the date of grant, and all of the restricted stock awards vest over a five-year period from the date of grant.

Outstanding Equity Awards at Fiscal Year-End Table

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Option (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock (#) That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested(7)
Christopher D. Myers	385,562	100,000(1)	$ 8.61	9/16/2019	50,000(1)	$ 853,500
	12,000		$ 9.46	6/18/2018		
	55,000		$ 13.02	8/1/2016		
Richard C. Thomas		8,000(2)	$ 11.82	3/21/2022	4,000(2)	$ 68,280
	4,000	8,000(3)	$ 8.42	12/15/2020	7,500(4)	$ 128,025
David Brager	2,000	8,000(2)	$ 11.82	3/21/2022	4,000(2)	$ 68,280
	16,000	4,000(1)	$ 8.61	9/16/2019	2,000(5)	$ 34,140
	2,500		$ 9.46	6/18/2018	4,000(3)	$ 68,280
	5,000		$ 10.35	11/19/2017	7,500(4)	$ 128,025
	4,950		$ 14.04	6/21/2016		
	2,200		$ 15.53	2/15/2016		
	6,875		$ 14.51	8/17/2015		
	2,750		$ 15.45	12/31/2014		
	3,438		$ 12.45	6/16/2014		
James F. Dowd	2,000	8,000(2)	$ 11.82	3/21/2022	4,000(2)	$ 68,280
	24,000	6,000(1)	$ 8.61	9/16/2019	6,000(5)	$ 102,420
	10,000		$ 8.73	7/16/2018	7,500(4)	$ 128,025
David C. Harvey	2,000	8,000(2)	$ 11.82	3/21/2022	4,000(2)	$ 68,280
	12,000	8,000(6)	$ 9.58	1/20/2020	6,000(5)	$ 102,420
					7,500(4)	$ 128,025

(1) Options and unvested shares vest on September 16, 2014.
(2) One-fourth of the unvested options and unvested shares vest on each of March 21, 2014, 2015, 2016 and 2017.
(3) One-half of the unvested options and unvested shares vest on each of December 15, 2014 and 2015.
(4) One-fifth of the unvested shares vest on each of September 18, 2014, 2015, 2016, 2017 and 2018.
(5) One-half of the unvested shares vest on each of November 17, 2014 and 2015.
(6) One-half of the unvested options vest on each of January 20, 2014 and 2015.
(7) The market value of the stock awards represents the product of the closing price of CVB Financial Corp. common stock on December 31, 2013, which was $17.07, and the number of shares underlying such awards.

Option Exercises and Stock Vested

The following table lists option exercises and stock vested during the year-ended December 31, 2013.

Option Exercises and Stock Vested Table

	Option Awards		Stock Awards	
Name(a)	**Number of Shares Acquired on Exercise (#)(b)**	**Value Realized on Exercise ($)(c)**	**Number of Shares Acquired on Vesting (#)(d)**	**Value Realized on Vesting ($)(1)(e)**
Christopher D. Myers	11,219	50,900	52,000	686,160
Richard C. Thomas	6,000	15,260	1,000	11,380
David A. Brager	1,719	10,108	4,500	64,375
James F. Dowd			5,000	68,500
David C. Harvey			4,000	55,930

(1) Represents the product of the number of shares acquired on vesting and the closing price of our Common Stock on the vesting date.

The following table provides information as of December 31, 2013, with respect to shares of CVB Financial Corp. common stock that may be issued under our equity compensation plans.

Equity Compensation Plan Information

Plan Category(a)	**Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights(b)**	**Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(c)**	**Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (b))(d)**
Equity compensation plans approved by security holders	2,105,843	$ 10.61	1,526,828
Equity compensation plans not approved by security holders			
Total	2,105,843	$10.61	1,526,828

Deferred Compensation

Christopher D. Myers may defer up to 75% of his base salary and up to 100% of his bonus under a deferred compensation plan, adopted in 2007 for his benefit, for each calendar year in which the plan is effective. CVB Financial Corp. has the discretion to make additional contributions to the plan for the benefit of Mr. Myers. Interest is credited to Mr. Myers account balance at a fixed rate of at least 6% plus a bonus rate equal to the sum, if any, of the Treasury Bond Rate plus 2% less 6%. The Compensation Committee has the discretion to make available to Mr. Myers one or more measurement funds, based on certain mutual funds, for the purpose of crediting or debiting additional amounts to Mr. Myers deferrals. The amount to be credited to Mr. Myers account balance is determined assuming Mr. Myers account balance had been hypothetically allocated among the measurement funds.

Mr. Myers may elect to receive scheduled distributions from the plan at his discretion. In addition, Mr. Myers may elect to receive all or part of his plan balance following retirement in one lump sum or in annual installments for a period of up to 15 years.

We also adopted the Deferred Compensation Plan for Directors and Certain Specified Officers, effective as of February 21, 2007, for the benefit of our directors and named executive officers (other than Mr. Myers) and certain other executives and employees. Under this Plan, each participant may defer up to 90% of his or her base salary and up to 100% of his or her bonus, any commission, and any independent contractor compensation, for each calendar year in which the Plan is effective. This Plan does not provide for a guaranteed yield or return.

The following table shows contributions and earnings during 2013 and account balances as of December 31, 2013, under CVB Financial Corp. s nonqualified deferred compensation plan for Mr. Myers and the Deferred Compensation Plan for Directors and Certain Specified Officers, which covers our other named executive officers and our directors.

Nonqualified Deferred Compensation

Name(a)	Executive Contributions in the Last FY ($)(b)(1)	Registrant Contributions in the Last FY ($)(c)	Aggregate Earnings in Last FY ($)(d)(2)(3)	Aggregate Withdrawals/ Distributions ($)(e)	Aggregate Balance at Last FYE ($)(f)(3)
Christopher D. Myers(3)	675,000		169,808		3,229,143
Richard C. Thomas	167,688		60,226		533,820
David A. Brager	13,301		16,561		89,035
James F. Dowd	111,563		55,511		435,669

(1) These amounts were reported in the 2013 Summary Compensation Table.

(2) Reflects earnings on deferred compensation (d) and the deferred compensation balance (f) for the named executive officer under the respective Deferred Compensation Plans.

(3) Of the amount included in column (d), $87,976 represents the amount of interest which exceeds 120% of the applicable federal long-term rate (as prescribed under Section 1274(d) of the Internal Revenue Code) on deferred compensation for Mr. Myers at December 31, 2013, as reported in the Summary Compensation Table. Of the amount included in column (f), $94,400 represents the aggregate amount of the above-market earnings reported as compensation to Mr. Myers in the Company s Summary Compensation Table for previous years (2012 and 2011) as presented.

Director Compensation

CVB Financial Corp. uses a combination of cash and stock-based compensation to attract and retain qualified individuals to serve as directors. Each director is expected to own $100,000 in company stock within one year of becoming a director as a minimum ownership position.

Only non-employee directors are entitled to receive monthly cash compensation for serving on the Board of Directors. Each director who is not a Vice Chairman or Chairman of the Board receives $4,167 per month for an annualized total of $50,000. Our Vice Chairman receives $8,333 monthly or an annualized total of $100,000 for the year. Our Chairman of the Board receives $11,917 per month, totaling $143,000 on an annualized basis. The Board of Directors holds monthly meetings of the Board of Directors and its committees, and also meets in various committees on other occasions. Our Chairman and Vice Chairman meet separately from time to time with our President and Chief Executive Officer, forming the Executive Committee of the Board of Directors.

CVB Financial Corp. generally awards stock options and/or restricted stock to non-employee members of the Board of Directors every two years in even-numbered years. In 2012, each non-employee member of our Board of Directors received an award of 10,000 shares of restricted stock. On January 22, 2014, subsequent to the end of the Company s 2013 fiscal year, our newest director, Hal W. Oswalt, received an award of 10,000 shares of restricted stock in connection with the commencement of his board service at the beginning of 2014.

In August 2011, the Company changed its policy of allowing non-employee members of the Board of Directors to participate in the Company s health and welfare benefit plans. Directors who joined the Board of Directors after August 2011 (George A. Borba, Jr., Stephen A. Del Guercio, Raymond V. O Brien III and Hal W. Oswalt) are not entitled to receive health and welfare benefits from the Company. However, directors who joined the Board of Directors prior to August 2011 were allowed to participate in the Company s health and welfare benefit plans at the same level and extent as the employees of CVB Financial Corp., and it was decided that, for these four directors (Ronald O. Kruse, Robert M. Jacoby, San E. Vaccaro and D. Linn Wiley), such benefits would continue to be offered (although coverage for one of those four (Mr. Kruse) will cease upon the effective date of his announced retirement on May 22, 2014). For the grandfathered directors who are allowed to continue to participate, these benefits include medical, dental, vision, long-term disability and life insurance. These four participating non-employee directors pay the same amount for insurance as employees of a similar age and dependency status.

As noted above in our discussion of the Compensation Committee in the section of this proxy statement on Role of the Compensation Consultant , the engagement of EW Partners by the Compensation Committee in August 2012 also included a review of Board of Directors compensation, at the same time as EW Partners conducted its review of named executive officer compensation. For the purpose of the Board of Directors compensation review, EW Partners relied on a similar mix of survey and proxy data involving the same peer groups of banks and financial institutions listed in the section of this proxy statement on Peer Group Considerations and the Compensation Consultant , with asset sizes ranging from approximately $3 billion to $12 billion. The Compensation Committee requested this additional review by EW Partners because the Committee believes that retention and continuity of board service is important to our success, and because we seek to provide an appropriate blend of cash compensation and equity-based incentives to better align board and shareholder perspectives and interests. On the basis of its survey, EW Partners reported that our overall compensation package for the members of our Board of Directors was competitive with our peer group of commercial banking organizations, and the Compensation Committee has no reason to believe this has changed for 2013.

The following table summarizes the compensation earned or paid to our non-employee directors during 2013. Because Hal W. Oswalt s service on our Board of Directors did not commence until January 1, 2014, Mr. Oswalt did not serve on our Board or receive any compensation from the Company during 2013. Compensation paid to Christopher D. Myers is set forth in the Summary Compensation Table, since Mr. Myers is a named executive officer and does not receive separate compensation for serving on the Board of Directors.

Director Compensation

Name	**Fees Earned or Paid in Cash ($)**	**Stock Option or Restricted Stock Awards**	**All Other Comp. ($)(1)**	**Total ($)**
George A. Borba, Jr	50,000			50,000
Stephen A. Del Guercio	50,000			50,000
Robert M. Jacoby	50,000		14,407	64,407
Ronald O. Kruse(2)	143,000		14,407	157,407
Raymond V. O Brien III	50,000			50,000
San E. Vaccaro	50,000		14,407	64,407
D. Linn Wiley(2)	100,000		26,407	126,407

(1) All of the directors other compensation represents health and welfare benefits, except for Mr. Wiley, whose compensation also includes $12,000 for teaching courses in Productive Selling for Citizens Business Bank employees. As noted above, the Company decided to stop offering to provide health and welfare benefits to new directors in August 2011 but the Company elected to maintain health insurance benefits to the four existing non-employee directors who had joined the Board of Directors prior to August 2011.

(2) Mr. Kruse was Chairman of the Board and Chairman of the Nominating and Corporate Governance Committee until March 19, 2014, and Mr. Wiley succeeded him as Chairman of the Board and as Chairman of the Nominating and Corporate Governance Committee on that date. Mr. Wiley served as Vice Chair of our Board of Directors for the entirety of 2013. Mr. Kruse will continue to serve as Chairman of the Compensation Committee until the effective date of his retirement on May 22, 2014.

On December 31, 2013, our non-employee directors held options to purchase our common stock in the following amounts: Mr. Wiley, 136,251 options; Mr. Kruse, 110,469 options; Mr. G. Borba, Jr., no options; Mr. Del Guercio, no options; Mr. Jacoby, 67,500 options; Mr. O Brien, no options; and Mr. Vaccaro, 110,469 options.

Potential Payments Upon Termination or Change in Control

We have Severance Compensation Agreements with each of our named executive officers, except for Mr. Myers, whose employment agreement provides for separate termination payments in the event of a change in control. Under Mr. Myers 2014 Employment Agreement, if he is terminated for cause, he will be paid his base salary earned through the date of termination, as well as pay for any vacation accrued but not used as of that date. If Mr. Myers employment is terminated without cause (other than in connection with a change in control as defined in the 2014 Employment Agreement), then Mr. Myers will be entitled to (i) his base salary earned through the termination date plus any accrued but unused vacation pay, and (ii) a one-time lump sum payment equal to two times his then-current annual base salary. The payments will be made in equal installments on Citizens Business Bank s normal payroll dates over a 12-month period, subject to acceleration into one lump sum to the extent required by Section 409A of the Internal Revenue Code.

If Mr. Myers employment is terminated within one year following a change in control or within 120 days prior to a change in control of CVB Financial Corp. or Citizens Business Bank, or Mr. Myers resigns his employment for good reason (as defined in his 2014 Employment Agreement) within one year of a change in control, Mr. Myers would be entitled to receive an amount equal to two times his annual base salary for the last calendar year immediately preceding the change in control, plus two times the average annual bonus he received for the last two calendar years ended immediately preceding the change in control. The payments will be made in equal installments on Citizens Business Bank s normal payroll dates over a 12-month period.

If Mr. Myers employment is terminated in connection with a disability, Mr. Myers would be entitled to an amount equal to the difference between any insurance proceeds he is entitled to receive under Citizens Business Bank s insurance plans and his base salary for 12 months. The payments will be made in equal installments on Citizens Business Bank s normal payroll dates.

If Mr. Myers employment is terminated by death or for cause, he is entitled to receive his salary earned through the date of termination plus his accrued vacation pay. In connection with his death, Citizens Business Bank will make the payment in one lump-sum.

The receipt by Mr. Myers of payments in connection with his termination without cause, or upon disability or death, or in connection with a change in control, is conditioned upon execution of a release in favor of CVB Financial Corp. and Citizens Business Bank. In addition, Mr. Myers has agreed in his employment agreement not to solicit any customers or fellow employees for a period of one year following his termination of employment.

For our other named executive officers, if they terminate their employment or their employment is terminated during the year following a change in control for any reason (including resignation within one year of a change in control, but other than for cause), the named executive will receive an amount equal to twice the executive s annual base compensation plus two times the average of the last two years bonuses paid to the executive immediately preceding the change in control. This amount will be paid in 24 equal monthly installments (without interest or other adjustment) on the first day of each month commencing with the first such date that is at least six (6) months after the date of the named executive officer s separation from service (as such term is defined for purposes of Section 409A of the Internal Revenue Code pursuant to Treasury Regulations and other guidance promulgated thereunder) and continuing for successive months thereafter.

The Compensation Committee believes these change in control agreements are important for its executives. By means of these agreements, CVB Financial Corp. believes it is more likely that an executive would remain in place to assist an acquirer through the term of a change in control. These agreements also assist an executive who may be displaced because of the change in control.

The table below reflects the amount of compensation that would be awarded to each of the named executive officers in the event of termination of such executive s employment under the circumstances described below. The amounts shown assume that such termination was effective as of December 31, 2013, and thus includes amounts earned through such time and are estimates of the amounts which would be paid to the executives upon their termination. The actual amounts to be paid can only be determined at the time of such executive s separation.

Payments Made Upon Termination

Regardless of the manner in which a named executive officer s employment terminates, he is entitled to receive amounts earned during his term of employment. Such amounts include:

- Incentive compensation earned during the year;
- Stock options or restricted stock which has already vested;
- Amounts contributed under the 401(k) Profit Sharing Plan (including the vested portions of any Company contributions) and under any deferred compensation plan; and
- Unused vacation pay.

Since these earned amounts would be payable to employees or officers generally, they are not included in the table below, which describes the potential and specific payments to which the named executive officers are or would be entitled upon termination.

Payments Made Upon Retirement

Other than the items identified immediately above under Payments Made Upon Termination and in the next paragraph, the named executive officers receive no benefits in the event of retirement, except that the 2008 Plan permits the Compensation Committee to accelerate the vesting of stock options and to reduce the period of restriction on restricted stock to less than three years in the event the continuous service of an employee or consultant terminates due to retirement or death.

Payments Made Upon Death or Disability

In the event of the death or disability of a named executive officer, in addition to the benefits listed under the headings Payments Made Upon Termination above, the named executive officer will receive benefits under our disability plan or payments under our life insurance plan, as appropriate.

Potential Payments Upon Termination of Employment

Name	Cash Severance Arrangements/ Compensation ($)(1)	Acceleration of Unvested Options and Stock Awards ($)(2)	Total Termination Benefits ($)
Christopher D. Myers			
Voluntary Termination or Retirement			
Involuntary Termination (other than For Cause)	1,600,000(3)		1,600,000
Involuntary Termination (For Cause) .			
Termination in Connection with Change in Control .	2,987,500	1,699,500	4,687,000
Death			
Disability(4)	344,300		344,300
Richard C. Thomas			
Voluntary Termination or Retirement			
Involuntary Termination (other than For Cause)			
Involuntary Termination (For Cause)			
Termination in Connection with Change in Control .	853,125	307,505	1,160,630
Death			
Disability			
David A. Brager			
Voluntary Termination or Retirement			
Involuntary Termination (other than For Cause)			
Involuntary Termination (For Cause)			
Termination in Connection with Change in Control .	835,575	374,565	1,210,140
Death			
Disability			
James F. Dowd			
Voluntary Termination or Retirement			
Involuntary Termination (other than For Cause)			
Involuntary Termination (For Cause)			
Termination in Connection with Change in Control .	854,063	391,485	1,245,548
Death			
Disability			
David C. Harvey			
Voluntary Termination or Retirement			
Involuntary Termination (other than For Cause)			
Involuntary Termination (For Cause)			
Termination in Connection with Change in Control .	855,250	400,645	1,255,895
Death			
Disability			

(1) This column includes two times base compensation plus two times average of the last two years annual bonus, except as specified in footnote 3.

(2) Amount represents the sum of (x) the shares of unvested restricted stock times the closing price of the Company s shares on December 31, 2013, and (y) the number of unvested stock options times the closing price of the Company s shares on December 31, 2013, minus (z) the exercise price of such unvested stock options times the number of such unvested stock options granted. The 2008 Plan permits the Compensation Committee to accelerate the vesting of stock options and to reduce the period of restriction on restricted stock to less than three years in the event the continuous service of an employee or consultant terminates due to retirement or death.

(3) Amount represents two times base salary.

(4) Amount represents the difference between disability and worker s compensation payments and base salary.

Compensation Committee Interlocks and Insider Participation

None of the current members of the Compensation Committee has ever been an officer or employee of CVB Financial Corp. or any of its subsidiaries. Mr. Wiley served as the President and Chief Executive Officer of CVB Financial Corp. and Citizens Business Bank from 1991 until August 1, 2006, and he was a member of the Board s Compensation Committee until March 19, 2014.

In 2013, the SEC approved certain revisions to the equity listing standards of the NASDAQ stock market, including NASDAQ Listing Rule 5605, which, in addition to requiring each listed company compensation committee member to meet certain general independence requirements, also requires a listed company to consider all factors relevant to whether the director has a relationship to the Company that is material to his or her ability to be independent from management. These revised NASDAQ rules will become binding upon NASDAQ-listed companies on the earlier of their first annual shareholders meeting after January 14, 2014 or October 31, 2014, which means such revised rules will become binding on CVB Financial Corp. on and after May 22, 2014. Mr. Wiley has, in past years, earned consulting fees from Citizens Business Bank for teaching sales courses to Citizens Business Bank employees, including fees earned in 2013, as disclosed in the table on Director Compensation in this proxy statement. However, as noted above, as of March 2014, at the time he assumed the position of Chairman of the Board, Mr. Wiley ceased being a member of the Compensation Committee of CVB Financial Corp.

Legal Proceedings

Shortly after CVB Financial Corp. disclosed the receipt of an SEC subpoena and the commencement of an SEC investigation, and as previously disclosed in our Annual Reports on Form 10-K for the years ended December 31, 2011 and December 31, 2012, two putative shareholder class action complaints were filed against CVB Financial Corp. in federal court in the United States District Court for the Central District of California. Both complaints named CVB Financial Corp., Christopher Myers and Edward J. Biebrich, Jr. (the former Chief Financial Officer of CVB Financial Corp.) as defendants. On January 21, 2011, the Court consolidated these two complaints into a single suit, appointed the Jacksonville Police and Fire Pension Fund as Lead Plaintiff, and approved Lead Plaintiff s selection of the law firm of Bernstein Litowitz as Lead Counsel. On March 7, 2011, Lead Plaintiff filed a Consolidated and Amended Class Action Complaint against CVB Financial Corp., Myers and Biebrich, asserting violations of the federal securities laws and seeking compensatory damages for losses in share value and other relief. On May 13, 2011, defendants filed a motion to dismiss the consolidated complaint, and the District Court issued a ruling on January 12, 2012. The District Court s ruling granted defendants motion to dismiss the consolidated complaint but provided plaintiffs with leave to file an amended complaint within 45 days of the date of the order. On February 27, 2012, plaintiffs filed an amended complaint against the same defendants, and on March 26, 2012, defendants filed a motion to dismiss the plaintiffs amended complaint. The District Court held a hearing on June 4, 2012, and issued its order granting the Company s motion to dismiss the amended complaint on August 21, 2012, but with leave for the plaintiffs to file a second amended complaint within 30 days of the effective date of the order. On September 20, 2012, plaintiffs filed a second amended complaint against the same defendants, the Company filed its third motion to dismiss on October 25, 2012, and following another hearing on February 25, 2013, the District Court issued an order dismissing the plaintiffs complaint for the third time on May 9, 2013. Although the District Court s most recent order of dismissal provided the plaintiffs with leave to file a third amended and restated complaint within 30 days of the issuance of the order, on June 3, 2013, counsel for the plaintiffs instead filed a Notice of Intent Not to File an Amended Complaint, along with a request that the District Court convert its order to a dismissal with prejudice, so that plaintiffs could proceed straight to appeal at the U.S. Court of Appeals for the Ninth Circuit. On September 30, 2013, the District Court entered its order dismissing the plaintiffs second amended complaint with prejudice, and the plaintiffs filed their notice of appeal on October 24, 2013. As currently scheduled, and as notified to the Company on March 28, 2014, the plaintiffs opening brief is due to be filed by May 7, 2014, and CVB Financial Corp. s reply brief is due to be filed by June 6, 2014.

On February 28, 2011, we received a copy of a similar complaint for a purported shareholder derivative action in California State Superior Court in San Bernardino County. The complaint names as defendants the members of our Board of Directors and also refers to unnamed defendants allegedly responsible for the conduct alleged. CVB Financial Corp. is included as a nominal defendant. The complaint alleges breaches of fiduciary duties, abuse of control, gross mismanagement and corporate waste. Specifically, the complaint alleges, among other things, that defendants engaged in accounting manipulations in order to falsely portray CVB Financial Corp. s financial results in connection with its commercial real estate portfolio. Plaintiff seeks compensatory and exemplary damages to be paid by the defendants and awarded to CVB Financial Corp., as well as other relief. On June 20, 2011, defendants filed a demurrer requesting dismissal of the derivative complaint. Following the filing by both sides of additional motions, the parties have subsequently filed repeated notices to postpone the Court s hearing on the defendants demurrer, pending resolution of the federal securities shareholder class action complaint described above. On July 30, 2013, the Court signed a Minute Order agreeing to the parties stipulation to further extend the postponement of the derivative action hearing, at least to the date of any ruling by the Ninth Circuit Court of Appeals in connection with the pending appeal in the federal class action securities case, subject to brief status conferences every six months or so, with the next status update scheduled for the first half of 2014.

Because the outcome of these proceedings is uncertain, we cannot predict any range of loss or even if any loss is probable related to the actions described above. CVB Financial Corp. and the individual named defendants collectively intend to continue to vigorously defend themselves against the securities class action appeal and the shareholder derivative lawsuit allegations.

Certain Relationships and Related Transactions

Some of the directors and executive officers of CVB Financial Corp. and associates of them were customers of, and had loans and commitments with Citizens Business Bank and its subsidiary in the ordinary course of its business during 2013, and we expect such transactions will continue in the future. All of these loans and commitments were made on substantially the same terms, including interest rates, collateral and repayment terms, as those prevailing at the time for comparable transactions with other persons of similar creditworthiness who were not related to Citizens Business Bank and comply with the provisions of the Sarbanes-Oxley Act of 2002. In our opinion, these transactions did not involve more than a normal risk of collectability or present other unfavorable features.

Policies and Procedures for Approving Related Person Transactions

CVB Financial Corp. has a Related Person Transaction Policy which prescribes policies and procedures for approving a Related Person Transaction. The term Related Person Transaction is defined as a transaction or arrangement (or any series of similar transactions or arrangements) in which CVB Financial Corp. (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds $25,000, and in which any Related Person had, has or will have a direct or indirect interest. Related Person is defined as:

- Any person who is, or at any time since the beginning of CVB Financial Corp. s last fiscal year was, a director or executive officer of CVB Financial Corp. or a nominee to become a director of CVB Financial Corp.;

- Any person who is known to be the beneficial owner of more than 5% of any class of CVB Financial Corp. s voting securities;

- Any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and

Any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

The procedures exclude from coverage loans made by Citizens Business Bank if the loan (a) is made in the ordinary course of business, (b) on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, (c) did not involve more than the normal risk of collectability or present other unfavorable features, and (d) is otherwise made pursuant to CVB Financial Corp. s applicable policies and applicable law for extension of credit to Related Persons. In the case of such loans, the procedures set forth in the policies and procedures applicable to such loans shall be followed rather than the procedures set forth in the Related Person Transaction Policy.

The Board of Directors has delegated to the Audit Committee the responsibility of reviewing and approving Related Person Transactions. In evaluating Related Person Transactions, the Audit Committee considers all of the relevant facts and circumstances available to the Audit Committee, including:

The benefits to CVB Financial Corp.;

The impact on a director s independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer;

The availability of other sources for comparable products or services;

The terms of the transaction; and

The terms available to unrelated third parties or to employees generally.

No member of the Audit Committee may participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Audit Committee or the Chair may approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of CVB Financial Corp. and its shareholders, as the Audit Committee determines in good faith. The Chair is required to report to the Audit Committee at the next Audit Committee meeting any approvals made pursuant to delegated authority.

In the event CVB Financial Corp. s Chief Executive Officer or Chief Financial Officer becomes aware of a Related Person Transaction that has not been previously approved or previously ratified under the policy, the following procedures apply: (a) if the transaction is pending or ongoing, it will be submitted to the Audit Committee or the Chair promptly, and the Committee or Chair will consider all of the relevant facts and circumstances, including those items listed above. Based on the conclusions reached, the Audit Committee shall evaluate all options, including ratification, amendment or termination of the Related Person Transaction; and (b) if the transaction is completed, the Audit Committee will evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction is appropriate, and shall request that the Chief Financial Officer evaluate CVB Financial Corp. s controls and procedures to ascertain the reason the transaction was not submitted to the Audit Committee for prior approval and whether any changes to these procedures are recommended.

Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of CVB Financial Corp. s equity securities, to file reports of ownership and changes in ownership with the SEC. The SEC requires executive officers, directors and greater than 10% shareholders to furnish to us copies of all Section 16(a) forms they file.

Based solely on our review of these reports and of certifications furnished to us, we believe that, during the fiscal year ended December 31, 2013, all executive officers, directors and greater than 10% beneficial owners complied with all applicable Section 16(a) filing requirements, except for two filings on Form 4 in the year 2013 for Mr. David A. Brager, (i) for a restricted stock grant of 7,500 shares, which was due September 20, 2013 and filed on October 29, 2013 and (ii) for a sale of 900 shares of stock, which was due December 17, 2013 and filed on March 18, 2014.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR ALL EIGHT

NOMINEES FOR DIRECTOR

PROPOSAL 2

ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Act requires, among other things, that we permit a non-binding, advisory vote on the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, compensation table and accompanying narrative discussion contained in this proxy statement.

As described in greater detail under the heading Compensation Discussion and Analysis, we seek to closely align the interests of our named executive officers with the interests of our shareholders. Our compensation practices are designed to encourage and motivate our named executive officers to achieve superior performance on both a short-term and long-term basis while at the same time avoiding the encouragement of unnecessary or excessive risk-taking.

Accordingly, we ask our shareholders to indicate their support for our executive compensation practices for our named executive officers and vote for the following resolutions:

RESOLVED, that the compensation paid to the Company s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

The vote on this resolution is not intended to address any specific element of compensation, but rather relates to the overall compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the Securities and Exchange Commission.

This vote is advisory, which means that the vote on executive compensation is not binding on CVB Financial Corp., our Board of Directors or the Compensation Committee of the Board of Directors. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

Your advisory vote will not be construed (i) as overruling a decision by CVB Financial Corp. or the Board of Directors or the Compensation Committee, (ii) to create or imply any change to the fiduciary duties of CVB Financial Corp. or the Board or the Compensation Committee, (iii) to create or imply any additional fiduciary duties for CVB Financial Corp. or the Board or the Compensation Committee, or (iv) to restrict or limit the ability of shareholders to make proposals for inclusion in proxy material related to executive compensation.

Our Board of Directors currently anticipates submitting our executive compensation program to a non-binding advisory vote of our shareholders every three years. Accordingly, the next such advisory vote will occur at our 2017 annual meeting of shareholders. Also at the 2017 annual meeting of shareholders, our shareholders will vote upon the frequency of our Say-On-Pay advisory vote on the compensation of our named executive officers.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.

PROPOSAL 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

We have selected KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2014. The Audit Committee appoints our independent auditors. KPMG LLP has served as our independent registered public accountants since July 5, 2007. KPMG LLP has provided audit services at customary rates and terms.

Principal Auditors and Fees

The aggregate fees CVB Financial Corp. incurred for audit and non-audit services provided by KPMG LLP, which acted as our independent registered public accountants for the fiscal years ended December 31, 2013 and 2012, were as follows:

	2013	2012
Audit Fees(1)	$ 752,410	$ 753,441
Audit Related Fees(2)		
Tax Fees(3)	$ 52,000	$ 59,082
All Other Fees(4)		
Total	$ 804,410	$ 812,523

(1) Audit fees consisted of fees and out-of-pocket expenses for the audit of CVB Financial Corp. s consolidated financial statements, internal controls over financial reporting and review of financial statements included in CVB Financial Corp. s quarterly reports. These include estimated costs to complete the integrated audit for the years ended December 31, 2013 and 2012.
(2) Audit-related fees consisted of fees billed for professional assurance and related services other than those noted in footnote (1) above.
(3) Tax fees consisted of fees billed for the preparation of federal and state income tax returns, including tax planning and tax advice.
(4) All Other Fees would include any consulting fees related to Company tax audits.

The Audit Committee s pre-approval policy provides for pre-approval of all audit, audit-related and tax services. Accordingly, all audit services provided by KPMG LLP were pre-approved by our Audit Committee. The Audit Committee has granted general pre-approval for certain audit, audit related and tax services. If the cost of any such services exceeds the range of anticipated cost levels, the services will require specific pre-approval by the Audit Committee. If any particular service falls outside the general pre-approval, it must also be specifically approved by the Audit Committee. If specific pre-approval of a service is required, both the independent auditor and CVB Financial Corp. s Chief Financial Officer must submit a request to the Audit Committee including the reasons why the proposed service is consistent with the SEC s regulations on auditor independence. In addition, with respect to each pre-approved service, the independent auditor is required to provide detailed back-up documentation, which will be provided to the Audit Committee, regarding the specific services to be provided.

The pre-approval policy also authorizes the Audit Committee to delegate to one or more of its members pre-approval authority with respect to permitted services.

The Audit Committee has considered whether other non-audit services are compatible with maintaining the independence of KPMG LLP.

Representatives of KPMG LLP will be present at the meeting. They will be available to respond to your appropriate questions and will be able to make such statements as they desire. If you do not ratify the selection of independent accountants, the Audit Committee will reconsider the appointment. However, even if you ratify the selection, the Audit Committee may still appoint new independent accountants at any time during the year if it believes that such a change would be in the best interests of CVB Financial Corp. and our shareholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE SELECTION OF KPMG LLP AS CVB FINANCIAL CORP. S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014.

ANNUAL REPORT

Together with this proxy statement, CVB Financial Corp. has distributed or made available via the Internet to each of its shareholders its Annual Report on Form 10-K for the year ended December 31, 2013, which includes the consolidated balance sheets of CVB Financial Corp. and its subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of earnings and comprehensive income, shareholders equity, and cash flows for each of the years in the three-year period ended December 31, 2013, and the report thereon of KPMG LLP, CVB Financial Corp. s independent registered public accountants for the periods then ended. If you did not receive the Annual Report on Form 10-K (or would like another copy), we will send it to you without charge.

The Annual Report on Form 10-K includes a list of exhibits filed with the SEC, but the Annual Report on Form 10-K we have delivered to you does not include the exhibits. If you wish to receive copies of the exhibits, we will send them to you. Expenses for copying and mailing will be your responsibility. Please call (909) 980-4030 or write to:

Corporate Secretary

CVB Financial Corp.

701 North Haven Avenue, Suite 350

Ontario, California 91764

In addition, the SEC maintains an Internet site at http://www.sec.gov that contains information we file with the SEC.

PROPOSALS OF SHAREHOLDERS

If you wish to submit a proposal for consideration at our 2015 annual meeting of shareholders, you may do so by following the procedures prescribed in the Exchange Act and in our Bylaws. To be eligible for inclusion in our proxy statement and proxy materials, our Corporate Secretary must receive your proposal no later than December 11, 2014, at the above address.

For any proposal that is not submitted for inclusion in next year s proxy statement (as described in the preceding paragraph), but is instead sought to be presented directly at next year s annual meeting, SEC rules permit management to vote proxies in its discretion if CVB Financial Corp. (a) receives notice of the proposal before the close of business on February 24, 2015 and advises shareholders in next year s proxy statement about the nature of the matter and how management intends to vote on the matter, or (b) does not receive notice of the proposal prior to the close of business on February 24, 2015.

Notices of intention to present proposals at the 2015 annual meeting of shareholders should be addressed to our Corporate Secretary, CVB Financial Corp., 701 North Haven Avenue, Ontario, California 91764, and must comply with the provisions of our Bylaws. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other requirements.

CVB FINANCIAL CORP.

Christopher D. Myers
President and Chief Executive Officer
Dated: April 10, 2014