



CVB Financial Corp.



CVBF NASDAQ

Banks

Market Capitalization USD:

\$815.79 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Christopher D. Myers

Age: 49

CEO Since: 2006

	2009	2010	2011
Base Salary	\$607,500	\$750,000	\$750,000
Discretionary Bonus	\$600,000	\$400,000	\$0
Annual Cash Incentive	\$0	\$0	\$845,000
Benefits and Perquisites	\$36,259	\$59,574	\$61,078
TOTAL ANNUAL COMPENSATION	\$1,243,759	\$1,209,574	\$1,656,078
Increase in Post-Retirement Benefits	\$8,841	\$24,699	\$34,518
Stock Option Awards	\$1,443,750	\$0	\$0
Stock Awards	\$2,152,500	\$0	\$0
TOTAL COMPENSATION	\$4,848,850	\$1,234,273	\$1,690,596
Median of Other Named Executive Officers Total Compensation	\$501,153	\$527,414	\$501,759
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$95,140	\$495,670	\$554,280
TOTAL REALIZED EQUITY COMPENSATION	\$95,140	\$495,670	\$554,280

Proxy Date: 29 Mar 2012

Annual Meeting Date: 16 May 2012

Equity Reserves: 4.52%

Stock Option Run Rate: 0.43%

CVB Financial Corp.

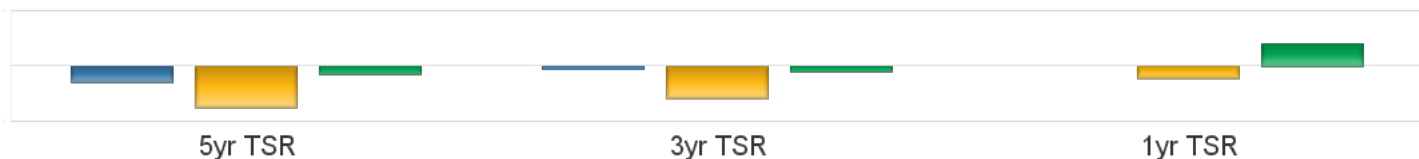
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Performance Comparison

■ S&P500 ■ Industry ■ CVBF



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CVBF	CVB Financial Corp.	\$4,848,850	\$1,234,273	\$1,690,596	\$815,787,436
HBHC	Hancock Holding Company	\$1,251,459	\$1,466,286	\$2,449,220	\$2,270,677,722
EWBC	East West Bancorp, Inc.	\$2,519,174	\$5,065,607		\$2,220,371,226
SBNY	Signature Bank	\$1,706,311			\$2,198,295,288
BKU	BankUnited, Inc.		\$2,495,698	\$2,438,781	\$2,019,008,298
CYN	City National Corporation	\$4,072,939	\$9,249,824	\$9,507,763	\$2,008,650,034
CSE	CapitalSource Inc.	\$2,700,087	\$1,301,080	\$1,301,080	\$1,981,966,703

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

City National Corporation, East West Bancorp, Inc., Pacific Capital Bancorp, PacWest Bancorp, Westamerica Bancorporation.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
George A. Borba	Chairman	79	Male	31	Outside Related
D. Linn Wilev	Member	73	Male	21	Outside Related
James C. Selev	Member	70	Male	16	Outside Related
John A. Borba	Member	84	Male	31	Outside Related
Robert M. Jacobv	Member	70	Male	8	Outside
Ronald O. Kruse	Member	73	Male	31	Outside Related

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