

## Pacific Commerce Bancorp Completes Merger of ProAmérica Bank

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LOS ANGELES--(~~BUSINESS WIRE~~)--Pacific Commerce Bancorp (OTC: PCBC) (the “Company”), parent company of Pacific Commerce Bank, announced today that it has successfully completed the merger of ProAmérica Bank with and into Pacific Commerce Bank. The merger, which formally closed on May 20, 2016, creates a \$560 million, six branch community bank network with offices from Los Angeles to San Diego. The Company will operate ProAmérica Bank as a Division of Pacific Commerce Bank and maintain its focus on the Hispanic market.

Frank J. Mercardante, Chief Executive Officer of the Company and Pacific Commerce Bank, said, “We believe the merger with ProAmérica Bank creates a stronger bank with a substantially increased capacity to serve the local Los Angeles market and enhance our earnings capacity.”

John Murillo, former Senior Vice President and Commercial Division Manager of ProAmérica Bank, was appointed Executive Vice President, Los Angeles Sales Manager for the bank upon the close of the merger. Maria Salinas, former director and Chairwoman of ProAmérica Bank, and Sal Varela, former interim President, CEO and director of ProAmérica Bank, joined the boards of the Company and Pacific Commerce Bank.

Under the terms of the Agreement and Plan of Merger, Pacific Commerce Bank is issuing \$15.1 million in cash and approximately 2,332,977 shares of Pacific Commerce Bancorp stock in exchange for all outstanding ProAmérica Bank shares for aggregate consideration of \$30.2 million, assuming a \$6.4748 per share value for the Pacific Commerce Bancorp stock issued. ProAmérica Bank shareholders are to receive approximately 1.6217 shares of Pacific Commerce Bank stock or \$10.50 in cash, or a combination thereof, for each share of ProAmérica Bank share that they own depending upon how they elect to receive their merger consideration. Additionally, a cash payment will be made in lieu of any fractional shares of Pacific Commerce Bank common stock in an amount based on a price of \$10.50 per share.

Pacific Commerce Bancorp was advised in the transaction by FIG Partners, LLC, as financial advisor and Stuart|Moore as legal counsel. ProAmérica Bank was advised by Keefe, Bruyette & Woods as financial advisor and Manatt, Phelps & Phillips, LLP as legal counsel.

### About Pacific Commerce Bancorp

Pacific Commerce Bancorp is the parent company for Pacific Commerce Bank. Pacific Commerce Bank provides complete deposit and loan banking solutions to small businesses, professionals and high net worth individuals from Los Angeles to the Mexican border. The Bank is a **Preferred SBA Lender** and operates two offices in Downtown Los Angeles, West Los Angeles, Pasadena, San Diego and Chula Vista. Pacific Commerce Bancorp’s common stock is publicly traded on the Over The Counter Market under the ticker symbol “PCBC”. For more information please visit our website at [www.pacificcommercebank.com](http://www.pacificcommercebank.com).

### Forward-Looking Statements

Statements made in this release, other than those concerning historical financial information, may be considered forward-looking statements, which speak only as of the date of this release and are based on current expectations and involve a number of assumptions. These include statements as to the anticipated benefits of the merger, including future financial and operating results, cost savings and enhanced revenues that may be realized from the merger as well as other statements of expectations regarding the merger and any other statements regarding future results or expectations. PCBC

intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of these safe harbor provisions. PCBC's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material effect on the operations and future prospects of PCBC, include but are not limited to: the businesses may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; expected revenue synergies and cost savings from the merger may not be fully realized or realized within the expected time frame; revenues following the merger may be lower than expected; customer and employee relationships and business operations may be disrupted by the merger; changes in interest rates, general economic conditions, legislative/regulatory changes, monetary and fiscal policies of the U.S. government, including policies of the U.S. Treasury and the Board of Governors of the Federal Reserve; the quality and composition of the loan and securities portfolios; demand for loan products; deposit flows; competition; demand for financial services in PCBC's market areas; the implementation of new technologies; the ability to develop and maintain secure and reliable electronic systems; and accounting principles, policies, and guidelines, and other risk factors detailed from time to time. PCBC will undertake no obligation to update or clarify these forward-looking statements, whether as a result of new information, future events or otherwise.

## Contacts

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