### Heritage Commerce Corp Reports Record Results in 2006

San Jose, CA - February 6, 2007 — **Heritage Commerce Corp (NASDAQ: HTBK)**, parent company of Heritage Bank of Commerce, today reported record results for 2006, driven by improved operating efficiencies and an increase in net interest margin. Net income in 2006 increased 20% to \$17.3 million, or \$1.44 per diluted share, compared to \$14.4 million, or \$1.19 per diluted share, for the year ended December 31, 2005. Fourth quarter net income rose 2% to \$4.4 million, or \$0.37 per diluted share, from \$4.3 million, or \$0.35 per diluted share for the same period in 2005.

The return on average assets (ROAA) for 2006 increased to 1.57% from 1.27% a year ago, and return on average equity (ROAE) was 14.6%, compared to 13.7% for 2005. Annualized returns on average assets and average equity for the fourth quarter of 2006 were 1.59% and 14.3%, respectively, compared with 1.46% and 15.4%, respectively, for the fourth quarter of 2005.

#### **Financial Highlights:**

#### 2006

- Diluted earnings per share of \$1.44 were up 21% from the previous year.
- Profitability ratios all improved over 2005 levels:
  - Net interest margin increased 48 basis points to 5.06%.
  - ROAA grew 30 basis points to 1.57%.
  - ROAE improved 89 basis points to 14.6%
  - The efficiency ratio improved 466 basis points to 56.9 %.

## **Fourth Quarter 2006**

- Net income grew to \$4.4 million, up 2% from 4Q05 and remained at the same record level achieved in 3Q06.
- Diluted earnings per share of \$0.37 were up 6% from 4Q05 and 3% from 3Q06.
- Book value per share of \$10.54 was up 11% from 4Q05 and 3% from 3Q06.

"The record profitability in 2006 reflects the focus of all our team members on building strong, profitable relationships with our customers," said Walter T. Kaczmarek, President and Chief Executive Officer. "Interest margin improvement, coupled with solid gains in productivity, generated excellent results for our shareholders. As we look forward to 2007, we believe the economic growth in the local region will provide excellent opportunities for further advances."

#### **Operating Results**

"We remain asset sensitive, which has helped us throughout this period of rising short-term interest rates," Mr. Kaczmarek continued. Net interest income increased 5% to \$50.4 million in 2006, compared to \$47.8 million a year ago. Net interest income for the fourth quarter of 2006 was \$12.8 million, which remained at the same level as the fourth quarter of 2005. The net interest margin was 5.06% in 2006, compared with 4.58% in 2005. The net interest margin improved to 5.16% in the fourth quarter of 2006 from 4.82% in the fourth quarter a year ago.

Noninterest income increased 4% to \$9.8 million in 2006, from \$9.4 million in the preceding year. Noninterest income is primarily comprised of gain on sale of SBA and other government guaranteed business loans, servicing fee income, deposit service charges, and increases in the cash surrender value of life insurance. In addition, the first quarter gain on sale of specialty loans contributed \$671,000 to 2006 noninterest income and more than offset the \$430,000 generated last year from leasing activities, a business Heritage exited in 2005. Fourth quarter noninterest income was \$2.39 million, up 8% from the fourth quarter of 2005, and up 4% from the third quarter of 2006.

The efficiency ratio, a measure of operating expenses relative to revenues, improved to 56.9% in 2006 from 61.5% a year ago. The efficiency ratio was 57.3% in the fourth quarter of 2006, compared to 57.0% in the fourth quarter of 2005 and 55.0% in the third quarter of 2006.

In 2006, noninterest expense declined 3% to \$34.3 million from \$35.2 million a year ago, including a 2% decline in compensation expense. Fourth quarter noninterest expense increased 2% to \$8.70 million, compared to \$8.57 million in the fourth quarter of 2005 and was up 5% over the third quarter of 2006. The Bank recognized \$120,000 of expenses associated with the conversion of the online banking system during the fourth quarter of 2006. Compensation expense decreased 4% and 5%, respectively, from the fourth quarter

of 2005 and the third quarter of 2006. Stock option expense was \$230,000 in the fourth quarter of 2006 and totaled \$780,000 for the full year. In 2005, stock option expense was not included in the compensation expense, but rather footnoted in the financial statements as a pro forma disclosure.

# **Balance Sheet, Capital Management and Credit Quality**

At December 31, 2006, total assets were \$1.0 billion, down 8% from December 31, 2005. "We continue to carefully manage our assets and liabilities to improve profitability and manage interest rate and credit risk," Mr. Kaczmarek noted. "Our focus will remain on building profitable relationships." In 2006, total loans (excluding loans held for sale) increased 5% from a year ago level to \$725.8 million, with commercial loans increasing 17% to \$300.6 million, or 41% of the portfolio.

Total deposits decreased 10% to \$847 million at December 31, 2006, from \$940 million at December 31, 2005, primarily due to reductions in real estate exchange company and title companty accounts of \$67 million as of December 31, 2006.

Asset quality remained strong with nonperforming assets (NPAs) totaling \$4.3 million, or 0.42% of total assets at December 31, 2006, compared to \$3.7 million, or 0.32% of total assets, at December 31, 2005, and \$3.0 million, or 0.28% of total assets, at September 30, 2006. Net charge-offs in the fourth quarter of 2006 were \$200,000, or 0.11% of average loans, compared to net charge-offs of \$176,000, or 0.10% of average loans in the fourth quarter of 2005, and net recoveries of \$281,000, or 0.16%, of average loans, in the third quarter of 2006. The allowance for loan losses at December 31, 2006, was \$9.3 million, or 1.28% of total loans, and represented 215% of nonperforming loans. The allowance for loan losses at December 31, 2005, was \$10.2 million, or 1.48% of total loans, and represented 278% of nonperforming loans. The allowance for loan losses at September 30, 2006, was \$9.4 million, or 1.31% of total loans, and represented 317% of nonperforming loans.

Shareholders' equity increased 10% to \$123 million, or \$10.54 book value per share, at December 31, 2006, compared to \$112 million, or \$9.45 book value per share at September 30, 2006. Capital ratios continue to be significantly above the well-capitalized guidelines established by regulatory agencies. The Company's leverage ratio at December 31, 2006 was 13.47%, compared to 11.55% at December 31, 2005 and 13.24% at September 30, 2006.

Heritage Commerce Corp repurchased 47,400 shares of common stock in the fourth quarter of 2006, bringing the total shares repurchased in the year to 330,300 with an average price of \$25.93 for the quarter and \$23.88 for the full year. The \$10 million common stock repurchase program was approved by the Board of Directors in February, 2006 and expires on June 30, 2007. Shares were purchased on the open market using available cash. The repurchase program, which is financed by available cash, may be modified, suspended or terminated by the Board of Directors at any time without notice. The extent to which the Company repurchases its shares and the timing of such repurchases will depend upon market conditions and other corporate considerations.

Heritage Commerce Corp, a bank holding company established in February 1998, is the parent company of Heritage Bank of Commerce, established in 1994 and headquartered in San Jose with offices in Los Gatos, Fremont, Danville, Morgan Hill, Gilroy, Mountain View and Los Altos. Heritage Bank of Commerce is also an SBA Preferred Lender operating from offices in San Jose, Chico, Fremont, Fresno, Jackson, Elk Grove, Santa Cruz and Watsonville, California.

### Forward Looking Statement Disclaimer

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

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	At and For the Three Months			hs End	led:	Percent Cha	nge From:		At and	ded:		
CONSOLIDATED INCOME STATEMENTS (in \$000's, unaudited)	ember 31, 2006	Sep	otember 30, 2006		mber 31,	September 30, 2006	December 31, 2005	De	cember 31, 2006	De	cember 31, 2005	Percent Change
Interest Income	\$ 18,737	\$	18,568	\$	17,588	1%	7%	\$	72,957	\$	63,756	14%
Interest Expense	5,936		5,754		4,773	3%			22,525		15,907	42%
Net Interest Income	12,801	_	12,814		12,815	0%			50,432	_	47,849	5%
Provision for Loan Losses	100		0		0	N/A			(503)		313	-261%
Net Interest income after Provision for Loan Losses	 12,701	_	12,814		12,815	-1%			50,935	_	47,536	7%
Noninterest Income:	12,701		12,014		12,013	-170	-170		30,733		47,550	770
Gain on Sale of Loans	837		832		711	1%	18%		4,008		2,871	40%
Servicing Income	539		412		470	31%	15%		1,860		1,838	1%
Increase in Cash Surrender Value of Life Insurance Service Charges and Other Fees on Deposit	369		363		349	2%			1,439		1,236	16%
Accounts	327		354		348	-8%			1,335		1,468	-9%
Gain on Sale of Leased Equipment	0		0		0	N/A			0		299	-100%
Equipment Leasing	0		0		0	N/A			0		131	-100%
Other	 318		338		326	-6%			1,198		1,580	-24%
Total Noninterest Income	 2,390	_	2,299		2,204	4%	8%		9,840		9,423	4%
Noninterest Expense:												
Salaries & Employee Benefits	4,711		4,941		4,932	-5%	-4%		19,414		19,845	-2%
Occupancy & Equipment	907		913		933	-1%			3,627		3,988	-9%
Other	 3,085		2,458		2,702	26%	14%		11,227	_	11,400	-2%
Total Noninterest Expense	8,703		8,312		8,567	5%	2%		34,268		35,233	-3%
Income Before Income Taxes	6,388		6,801		6,452	-6%	-1%		26,507		21,726	22%
Income Tax Expense	2,036		2,448		2,194	-17%	-7%		9,237		7,280	27%
Net Income	\$ 4,352	\$	4,353	\$	4,258	0%	2%	\$	17,270	\$	14,446	20%
PER SHARE DATA												
(unaudited)												
Basic Earnings Per Share	\$ 0.37	\$	0.37	\$	0.36	0%	3%	\$	1.47	\$	1.22	20%
Diluted Earnings Per Share	\$ 0.37	\$	0.36	\$	0.35	3%	6%	\$	1.44	\$	1.19	21%
Common Shares Outstanding at Period End	11,656,943		11,681,297	1	1,807,649	0%	-1%		11,656,943		11,807,649	-1%
Book Value Per Share	\$ 10.54	\$	10.22	\$	9.45	3%	11%	\$	10.54	\$	9.45	11%
Tangible Book Value Per Share	\$ 10.54	\$	10.22	\$	9.45	3%	11%	\$	10.54	\$	9.45	11%
KEY FINANCIAL RATIOS												
(unaudited)												
Annualized Return on Average Equity	14.25%	ó	14.439	6	15.41%	6 -1%	-8%		14.62%		13.73%	6%
Annualized Return on Average Assets	1.59%	ó	1.619	6	1.46%	6 -1%	9%		1.57%		1.27%	24%
Net Interest Margin	5.16%	ó	5.229	6	4.82%	6 -1%	7%		5.06%		4.58%	10%
Efficiency Ratio	57.29%	ó	55.009	6	57.04%	6 4%	0%		56.86%		61.52%	-8%
AVERAGE BALANCES												
(in \$000's, unaudited)												
Average Assets	\$ 1,084,440		1,074,903		1,155,178	1%		\$	1,098,278	\$	1,137,185	-3%
Average Earning Assets	\$ 984,146		973,556		1,053,901	1%		\$	996,082		1,044,043	-5%
Average Total Loans	\$ 715,257		706,587		697,231	1%		\$	704,009		695,769	1%
Average Loans Held For Sale	\$ 23,115		32,534		71,789	-29%		\$	34,288		66,559	-48%
Average Deposits	\$ 892,983		886,976		965,574	1%		\$	907,095		945,991	-4%
Average Demand Deposits - Noninterest Bearing	\$ 233,945		218,766		258,374	7%		\$	229,190		259,881	-12%
Average Interest Bearing Deposits	\$ 659,038		668,210		707,200	-1%		\$	677,905		686,110	-1%
Average Interest Bearing Liabilities	\$ 704,540		713,712		763,602	-1%		\$	727,036		750,560	-3%
Average Equity	\$ 121,202	\$	119,690	\$	109,636	1%	11%	\$	118,095	\$	105,208	12%

			End of Period:			Percent Chan	ge From:	
CONSOLIDATED BALANCE SHEETS	De	cember 31,	September 30,		December 31,	September 30,	December 31,	
(in \$000's, unaudited)		2006	2006		2005	2006	2005	
ASSETS								
Cash and Due from Banks	\$	34,285			35,560	-17%	-4%	
Federal Funds Sold		15,100	41,000		62,900	-63%	-76%	
Securities Available-for-Sale, at Fair Value		172,298	173,723		198,495	-1%	-13%	
Loans Held For Sale		17,234	23,108	3	70,147	-25%	-75%	
Loans: Commercial		300,611	281,488		256,713	7%	17%	
Real Estate-Mortgage		239,041	227,732		237,566	5%	17%	
Real Estate-Land and Construction		143,834	160,133		149,851	-10%	-4%	
Home Equity		38,976	41,784		41,772	-7%	-7%	
Consumer		2,422	1,383		1,721	75%	41%	
Total Loans		724,884	712,528		687,623	2%	5%	
Deferred Loan Costs		870	1,172		1,155	-26%	-25%	
Loans, Net of Deferred Costs		725,754	713,700		688,778	2%	5%	
Allowance for Loan Losses		(9,279)	(9,379		(10,224)	-1%	-9%	
Net Loans	-	716,475	704,321	-	678,554	2%	6%	
Company Owned Life Insurance		36,174	35,805		34,735	1%	4%	
Premises & Equipment, Net		2,539	2,494		2,541	2%	0%	
Accrued Interest Receivable and Other Assets		43,033	40,939		47,577	5%	-10%	
Total Assets	\$	1,037,138	\$ 1,062,828	_	1,130,509	-2%	-8%	
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LIABILITIES & SHAREHOLDERS' EQUITY Liabilities: Deposits:								
Demand Deposits-Noninterest Bearing	\$	231,841	\$ 226,297	7 \$	248,009	2%	-7%	
Demand Deposits-Interest Bearing		133,413	133,636	5	157,330	0%	-15%	
Savings and Money Market		307,266	349,436	5	353,798	-12%	-13%	
Time Deposits, Under \$100		31,097	31,522	2	35,209	-1%	-12%	
Time Deposits, \$100 and Over		111,017	101,198	3	109,373	10%	2%	
Brokered Deposits, \$100 and Over	<u> </u>	31,959	34,009		36,040	-6%	-11%	
Total Deposits		846,593	876,098	3	939,759	-3%	-10%	
Securities Sold Under Agreement to Repurchase		21,800	21,800	)	32,700	0%	-33%	
Notes Payable To Subsidiary Grantor Trusts		23,702	23,702	2	23,702	0%	0%	
Accrued Interest Payable and Other Liabilities		22,223	21,892	2	22,731	2%	-2%	
Total Liabilities		914,318	943,492	2	1,018,892	-3%	-10%	
Shareholders' Equity:								
Common Stock		62,363	62,959	)	66,799	-1%	-7%	
Accumulated Other Comprehensive Loss		(1,995)	(2,306	)	(2,721)	-13%	-27%	
Retained Earnings		62,452	58,683	3	47,539	6%	31%	
Total Shareholders' Equity		122,820	119,336	5	111,617	3%	10%	
Total Liabilities & Shareholders' Equity	\$	1,037,138	\$ 1,062,828	\$	1,130,509	-2%	-8%	
CREDIT QUALITY DATA (in \$000's, unaudited)								
Nonaccrual Loans	\$	3,866			3,672	86%	5%	
Loans Past Due 90 Days or More and Still Accruing	-	451	879		0	-49%	N/A	
Total Nonperforming Loans		4,317	2,962		3,672	46%	18%	
Other Real Estate Owned		0		_	0	N/A	N/A	
Total Nonperforming Assets	\$	4,317	\$ 2,962	2 \$	3,672	46%	18%	
Net Charge-offs (Recoveries)	\$	200			176	171%	14%	
Net Charge-offs (Recoveries) as Percent of Average Loans		0.119			0.10%	169%	10%	
Allowance for Loan Losses to Total Loans		1.289			1.48%	-2%	-14%	
Allowance for Loan Losses to Nonperforming Loans		214.949			278.43%	-32%	-23%	
Nonperforming Assets to Total Assets Nonperforming Loans to Total Loans		0.429 0.609			0.32% 0.53%	50% 43%	31% 13%	
OTHER PERIOD-END STATISTICS		0.007	. 0.42		0.5570	15/0	1370	
(unaudited)								
Shareholders Equity / Total Assets		11.849	% 11.23	3%	9.87%	5%	20%	
Loan to Deposit Ratio		85.739			73.29%	5%	17%	
Noninterest Bearing Deposits / Total Deposits		27.399	% 25.83	3%	26.39%	6%	4%	
Leverage Ratio		13.479	% 13.24	1%	11.55%	2%	17%	

		For the Three	Мо	nths Ended Decemb	er 31, 2006		For the Three Months Ended December 31, 2005					
NET INTEREST INCOME AND NET INTEREST MARGIN (in \$000's, unaudited)		Average Balance	Interest Income/ Expense		Average Yield/ Rate	Average Balance			Interest Income/ Expense	Average Yield/ Rate		
Assets:				_								
Loans, gross	\$	738,372	\$	15,836	8.51%	\$	769,020	\$	15,109	7.799		
Securities		178,835		2,014	4.47%		214,123		1,773	3.299		
Interest bearing deposits in other financial institutions		2,890		36	4.94%		4,258		39	3.639		
Federal funds sold		64,049		851	5.27%		66,500	_	667	3.989		
Total interest earning assets		984,146	\$	18,737	7.55%		1,053,901	\$	17,588	6.629		
Cash and due from banks		29,545					39,611					
Premises and equipment, net		2,607					2,641					
Other assets		68,142					59,025					
Total assets	\$	1,084,440				\$	1,155,178					
Liabilities and shareholders' equity: Deposits:												
Demand, interest bearing	\$	135,356	\$	769	2.25%	\$	146,244	\$	622	1.69%		
Savings and money market		356,489		2,819	3.14%		376,613		2,013	2.129		
Time deposits, under \$100		30,460		276	3.59%		36,147		243	2.679		
Time deposits, \$100 and over		104,325		1,033	3.93%		111,586		804	2.869		
Brokered time deposits, \$100 and over		32,408		312	3.82%		36,610		344	3.739		
Notes payable to subsidiary grantor trusts		23,702		586	9.81%		23,702		555	9.299		
Securities sold under agreement to repurchase		21,800		141	2.57%		32,700		192	2.339		
Total interest bearing liabilities		704,540	\$	5,936	3.34%		763,602	\$	4,773	2.489		
Demand, noninterest bearing		233,945					258,374					
Other liabilities		24,753					23,566					
Total liabilities		963,238					1,045,542					
Shareholders' equity:		121,202					109,636					
Total liabilities and shareholders' equity	\$	1,084,440				\$	1,155,178					
Net interest income / margin			\$	12,801	5.16%			\$	12,815	4.829		

		For the Y	/ear	Ended December 31	1, 2006	For the Year Ended December 31, 2005					
NET INTEREST INCOME AND NET INTEREST MARGIN (in \$000's, unaudited)		Average Balance		Interest Income/ Expense	Average Yield/ Rate	Average Balance		Interest Income/ Expense		Average Yield/ Rate	
Assets:											
Loans, gross	\$	738,297	\$	61,859	8.38%	\$	762,328	\$	54,643	7.17%	
Securities		191,220		7,796	4.08%		226,043		7,247	3.21%	
Interest bearing deposits in other financial institutions Federal funds sold		2,826 63,739		132 3,170	4.67% 4.97%		3,234 52,438		97 1,769	3.00% 3.37%	
Total interest earning assets		996,082	\$	72,957	7.32%		1,044,043	\$	63,756	6.11%	
Cash and due from banks		34,810					38,670				
Premises and equipment, net		2,482					2,879				
Other assets		64,904					51,593				
Total assets	\$	1,098,278				\$	1,137,185				
Liabilities and shareholders' equity:											
Deposits:											
Demand, interest bearing	\$	145,471	\$	3,220	2.21%	\$	134,412	\$	1,749	1.30%	
Savings and money market		358,846		10,274	2.86%		363,570		6,058	1.67%	
Time deposits, under \$100		31,967		1,037	3.24%		37,260		862	2.31%	
Time deposits, \$100 and over		107,387		3,762	3.50%		115,104		2,867	2.49%	
Brokered time deposits, \$100 and over		34,234		1,295	3.78%		35,764		1,313	3.67%	
Notes payable to subsidiary grantor trusts		23,702		2,310	9.75%		23,702		2,136	9.01%	
Securities sold under agreement to repurchase		25,429		627	2.47%		40,748		922	2.26%	
Total interest bearing liabilities		727,036	\$	22,525	3.10%		750,560	\$	15,907	2.12%	
Demand, noninterest bearing		229,190					259,881				
Other liabilities		23,957					21,536				
Total liabilities		980,183					1,031,977				
Shareholders' equity:		118,095					105,208				
Total liabilities and shareholders' equity	\$	1,098,278				\$	1,137,185				
Net interest income / margin			\$	50,432	5.06%			\$	47,849	4.58%	