

HERITAGE COMMERCE CORP

EMPLOYEE COMPLAINT AND WHISTLEBLOWER

POLICY & PROCEDURES

FOR ACCOUNTING AND AUDITING MATTERS

Approved March 28, 2024

I. Introduction

Heritage Commerce Corp and its subsidiaries, (collectively, the “Company”) are committed to high standards of ethical, honest and legal business conduct. In line with this principle and our commitment to open communication, this policy provides an avenue for employees to bring to our attention good faith complaints regarding accounting or auditing matters to the Audit Committee of Heritage Commerce Corp and Heritage Bank of Commerce (collectively, the “Audit Committee”). In accordance with Section 301 of the Sarbanes-Oxley Act of 2002, the Audit Committee has established procedures to (1) receive, retain, and treat complaints received by the company regarding accounting, internal control, or auditing; and (2) receive confidential, anonymous submissions by employees of the company regarding questionable accounting or auditing matters.

II. Scope of the Matters Covered by These Procedures

The procedures in this policy relate to good faith complaints relating to any questionable accounting or auditing matters or any potential violation of securities laws, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or non-compliance with the Company’s internal controls;
- Misrepresentation or false statement by senior officer or Accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deliberate deviation from full and fair reporting of the Company’s financial condition.

III. Good Faith Communication Procedures – **Anonymous Reporting**

Complaints or concerns regarding any accounting, internal accounting controls, fraud or auditing matters may be reported on a confidential, anonymous basis, as follows:

- **Website:** www.lighthouse-services.com/herbank
- **Anonymous Reporting App: Keyword: herbank**
 - Download the App (Anonymous Reporting) from the App Store if you have an iPhone or Goggle Play if you don't have an iPhone
 - Enter the keyword – herbank
 - You will be given a case number and/or PIN that can be used to track your report.
- **Toll-Free Telephone:** 855-222-0659
- **E-mail:** reports@lighthouse-services.com (must include company name with report)
- **Fax:** (215) 689-3885 (must include company name with report)

IV. Handling of Confidential, Anonymous Tips

Upon receipt of a complaint covered by this policy, the Chair of the Audit Committee shall make a determination on the level of inquiry, investigation or disposal of the complaint. All complaints shall be discussed with the Company's senior management and monitored for handling, investigation and final disposition. The Chair of the Audit Committee shall report the status and resolutions of all complaints to the Board of Directors.

The Audit Committee through the Internal Audit Executive, or equivalent, or other designated executive, or Audit Committee Chair appointee shall investigate all material fraud related tips. In case of a material fraud, a Suspicious Activity Report, (SAR), and a Criminal Referral Form (CRF) shall be completed and reported to the Company's primary regulator and other law enforcement agencies. Please refer to the company's Fraud Policy for further guidance.

V. Company Awards

The Board of Directors and senior management encourages you to utilize the internal reporting systems prior to any external referral. The Company may reward individuals with material complaints that involve intentional and material misrepresentation of financial statement records. The rewards offered by the Company will be determined on a case-by-case basis, by senior management.

VI. Retention of Material Complaints

All material complaints shall be retained by the Company's Corporate Secretary for a period of 5 years or as determined by the Audit Committee Chair.

VII. No Retaliation

Neither Heritage Commerce Corp nor Heritage Bank of Commerce will discharge, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of

employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding matters covered by this policy or otherwise of which you have a reasonable belief as specified in Section 806 of the Sarbanes-Oxley Act of 2002 and Section 21F of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (“Exchange Act”).

VIII. The Securities and Exchange Commission Whistleblower Incentives and Protection

Nothing in this policy is intended to prohibit or discourage an employee from reporting matters of concern to the Securities and Exchange Commission (“Commission”), to the Company’s bank regulatory authorities, or to law enforcement personnel. Section 21F of the Exchange Act requires the Commission to pay awards, subject to certain limitations and conditions, to whistleblowers who provide the Commission in writing with original information about violations of the federal securities laws. Under section 21F(b)(1) of the Exchange Act, whistleblowers are eligible for awards only when they voluntarily provide original information about securities violations that leads to a successful enforcement action yielding monetary sanctions of over \$1 million. The award amount is required to be between 10 percent and 30 percent of the total monetary sanctions collected in the Commission’s action or any related action such as in a criminal case. You are a whistleblower if, alone or jointly with others, you provide the Commission with information pursuant to the procedures set forth in section 240.21F-9(a) of the Exchange Act regulations.

Although internal reporting is not required to be considered for an award, you may be eligible for an award from the Commission for information you reported internally if you also report the information to Commission within 120 days of reporting it internally.

To be eligible for an award, you must submit original information to the Commission in accordance with the procedures and the conditions described in Section 240.21F-4, 8 and 9 of the Exchange Act regulations. The determination of the amount of the award and the criteria for determining the amount of the award is in the discretion of the Commission

Confidentiality of Submissions: The law requires that the Commission not disclose information that could reasonably be expected to reveal the identity of a whistleblower, except in certain circumstances detail under Section 240.21F-7 of the Exchange Act regulations.

Procedures for submitting original information: You must submit your information about a possible securities law violation by either, online, through the Commission’s website located on www.sec.gov or by mailing or faxing a Form TCR (Tip, Complaint or Referral) to:

SEC Office of Whistleblower
100 F Street NE
Mail Stop 5631
Washington, DC 20549-5631
Fax (703) 813-9322.