CINCINNATI BELL INC
Form 8-K
February 06, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): January 31, 2013

CINCINNATI BELL INC.
(Exact Name of Registrant as Specified in its Charter)

Ohio (State or other jurisdiction of incorporation)	001-8519 (Commission File Number)	31-1056105 (IRS Employer Identification No.)

221 East Fourth Street
Cincinnati, OH 45202
(Address of Principal Executive Office)
Registrant's telephone number, including area code: (513) 397-9900

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 - DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

Appointment of Mr. Torbeck as Chief Executive Officer and Member of the Board.

On January 31, 2013, Theodore H. Torbeck was appointed Chief Executive Officer and a director of the Company. Since joining the Company in September 2010, Mr. Torbeck has been the President and General Manager of the Cincinnati Bell Communications Group division responsible for the planning, marketing, sales and operations of all of the Cincinnati-based communications lines of business, including all consumer and business wireline and wireless businesses. Mr. Torbeck brings to the Board a complete knowledge and understanding of the Company's products, services and operations as well as a thorough understanding of the telecommunications industry in which it operates. For information about Mr. Torbeck's business experience, please see the press release attached hereto as Exhibit 99.1.

Compensatory Arrangements for Mr. Torbeck.

In connection with his appointment as Chief Executive Officer, on February 6, 2013 (the “Effective Date”), Mr. Torbeck has entered into a new employment agreement with the Company (the “Employment Agreement”). Any prior agreements or understandings with respect to Mr. Torbeck's employment by the Company are cancelled as of the Effective Date of the Employment Agreement; however, except as otherwise provided in Section 13 of the Employment Agreement, all stock options, restricted shares and other long-term incentive awards granted to Mr. Torbeck prior to the Effective Date, benefit plans in which Mr. Torbeck is eligible for participation and any Company policies to which Mr. Torbeck is subject shall continue in effect in accordance with their respective terms and shall not be modified, amended or cancelled by the Employment Agreement.

Term. Pursuant to the Employment Agreement, the term of Mr. Torbeck's employment will begin on the Effective Date and end on the first anniversary of the Effective Date; provided, however, that on the first anniversary of the Effective Date and each subsequent anniversary of the Effective Date, the term of the Employment Agreement will automatically be extended for a period of one additional year, unless earlier terminated in accordance with the terms of the Employment Agreement.

Title. Pursuant to the Employment Agreement, Mr. Torbeck will serve as the Chief Executive Officer of the Company.

Compensation and Benefits. Pursuant to the Employment Agreement, Mr. Torbeck's initial annual base salary will be $750,000 per year. In addition to his base salary, Mr. Torbeck will also be eligible to receive an annual bonus for each calendar year in which services are performed under the Employment Agreement. Each year Mr. Torbeck will be given a bonus target of not less than $750,000, subject to proration for a partial year. His bonus award will generally be subject to the terms and conditions of the Company's annual incentive plan.

In each year during the term of the Employment Agreement, Mr. Torbeck will be eligible to be considered for grants of awards under any of the Company's long-term incentive compensation plans maintained by the Company for the benefit of certain employees. For 2013, the Compensation Committee granted Mr. Torbeck long-term incentives in an amount of $500,000 divided equally between performance-based stock options and performance unit grants.

Pursuant to the Employment Agreement, Mr. Torbeck is eligible to participate in the various employee benefit plans and programs which are made available to similarly situated officers of the Company. Mr. Torbeck will be reimbursed in accordance with the Company's then current travel and expense policies for all reasonable and necessary expenses incurred by him in the course of his performance of his duties under the Employment Agreement.

Termination Events.

Disability and Death. The employment of Mr. Torbeck may be terminated by either the Company or Mr. Torbeck upon his inability to perform the services required by the Employment Agreement because of any physical or mental infirmity for which he receives disability benefits under any disability plans generally made available to employees over a period of 120 consecutive working days during any 12 consecutive month period. Upon such a termination event, the Company will pay Mr. Torbeck, in accordance with the Company's payment policies that would have applied in the absence of a termination of the Employment Agreement, his compensation (base salary, bonus or otherwise) to the date of such termination and will provide him with disability benefits and all other benefits in accordance with the provisions of the applicable disability plans and other applicable benefit plans. The employment of Mr. Torbeck will be automatically terminated upon his death, and the Company will pay his estate, in accordance with the Company's payment policies that would have applied in the absence of a termination of the Employment Agreement, his compensation (base salary, bonus or otherwise) to the date of his death. In each case, any outstanding equity or non-equity incentive awards will be treated in accordance with the applicable plan and agreement documents.

Cause. The Company may terminate the employment of Mr. Torbeck immediately, upon written notice, for Cause. The Company will generally have “Cause” to terminate Mr. Torbeck's employment only if the Board determines there has been fraud, misappropriation, embezzlement or misconduct constituting serious criminal activity on his part. Upon termination for Cause, Mr. Torbeck will receive, in accordance with the Company's payment policies that would have applied in the absence of a termination of the Employment Agreement, his compensation to the date of termination. Any outstanding equity or non-equity incentive awards will be treated in accordance with the applicable plan and agreement documents.

Without Cause or Constructive Termination. In the event the Company terminates Mr. Torbeck's employment, upon written notice, for any reason other than for Cause or his death, disability or in connection with a Change in Control (which has the meaning set forth in the Cincinnati Bell Inc. Executive Deferred Compensation Plan) or in the event Mr. Torbeck terminates his employment as a result of Constructive Termination (as defined below):

- the Company shall pay Mr. Torbeck, in accordance with the Company's payment policies that would have applied in the absence of a termination of the Employment Agreement, his compensation (base salary, bonus or otherwise) to the date of such termination;

- on a date that is within five days after the date which is six months after the date of termination, the Company will pay him in a lump sum cash payment an amount equal to 2.0 times the amount of his annual base salary rate then in effect;

- for the purposes of any outstanding stock options, outstanding restricted stock or other incentive awards, Mr. Torbeck's employment shall not be deemed to have terminated until the end of the two-year period commencing with the termination of the Employment Agreement (the “Current Term”);

- if applicable, an amount equal to the sum of (a) any forfeitable benefits of Mr. Torbeck under any nonqualified pension, profit sharing, savings or deferred compensation plan that would have vested prior to the end of the Current Term if the term of his employment had not been terminated, plus (b) any additional vested benefits which would have accrued under any nonqualified defined benefit pension plan if the term of his employment had not been terminated prior to the end of the Current Term and if Mr. Torbeck's base salary and bonus target had not increased or decreased after such termination, will be payable by the Company at the same time and in the same manner as such benefits would have been paid under such plan or plans had such benefits vested and accrued under such plan or plans at the time of the termination of his employment (the “Nonqualified Benefit”);

- if applicable, an amount equal to the sum of (a) any forfeitable benefits of Mr. Torbeck under any qualified pension, profit sharing, 401(k) or deferred compensation plan that would have vested prior to the end of the Current Term if the term of his employment had not been terminated, plus (B) any additional vested benefits which would have accrued for him under any qualified defined benefit pension plan if the term of his employment had not been terminated prior to the end of the Current Term, and if Mr. Torbeck's base salary and bonus target had not increased or decreased after such termination, will be paid by the Company from its general assets (and not under such plan or plans) in one lump sum within five days after the date which is six months after such termination of employment (the “Qualified Benefit”); and

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for the remainder of the Current Term, the Company will continue to provide Mr. Torbeck with medical, dental and vision coverage that is substantially the same as (and subject to the terms and conditions of) the medical, dental, and vision coverage provided the other executives of the Company under the Company's medical, dental, and vision plans (the “Medical Benefit”) (with the cost of all such benefits shared between Mr. Torbeck and the Company on a basis comparable to the cost sharing of such benefits between the Company and other executives of the Company). To the extent that Mr. Torbeck would have been eligible for any post-retirement medical, dental, or vision coverage from the Company if he had continued in employment through the end of the Current Term, the Company will provide such post-retirement coverage to him after the end of the Current Term (the “Post-Retirement Medical Benefit”).

For the purposes of Mr. Torbeck's Employment Agreement, “Constructive Termination” will generally be deemed to have occurred if, without Mr. Torbeck's consent, (a) there is a material reduction in his authority, reporting relationship or responsibilities, (b) there is a reduction in his base salary or bonus target, or (c) Mr. Torbeck is required by the Company to relocate more than 50 miles from the Greater Cincinnati, Ohio area.

Change in Control. In the event that there is both a Change in Control and within one year of such Change in Control: (a) Mr. Torbeck elects to terminate his employment with the Company as a result of Constructive Termination, or (b) the Company terminates the employment of Mr. Torbeck for any reason other than for Cause or his death or disability, the Employment Agreement will terminate automatically. In the event of such termination:

- the Company shall pay Mr. Torbeck, in accordance with the Company's payment policies that would have applied in the absence of a termination of the Employment Agreement, his compensation (base salary, bonus or otherwise) to the date of such termination;

- within five days after the date which is six months after the date of Mr. Torbeck's termination of employment, the Company will pay Mr. Torbeck in a lump sum cash payment an amount equal to the product of multiplying (a) the sum of his annual base salary rate and his annual bonus target, in each case, as then in effect by (b) 2.99;

- any outstanding stock option or other outstanding incentive award that is not vested and exercisable at the time of such termination will become vested and exercisable and the restrictions applicable to all outstanding restricted stock shall lapse upon termination of the Employment Agreement; and

- Mr. Torbeck will be entitled to the Nonqualified Benefit, the Qualified Benefit, the Medical Benefit, and, to the extent applicable, the Post-Retirement Medical Benefit.

To the extent that the amounts payable in connection with a Change in Control in the aggregate would cause any excess parachute payment to be paid or accrued under Section 280G of the Internal Revenue Code of 1986, as amended, such amounts payable shall be reduced so that no excess parachute payment shall be paid or accrued.

Voluntary Resignation by Mr. Torbeck. Mr. Torbeck may resign upon 60 days' prior written notice to the Company for a reason other than a Constructive Termination. In the event of such a resignation, the Company will pay Mr. Torbeck, in accordance with the Company's payment policies that would have applied in the absence of a termination of the Employment Agreement, his compensation (base salary, bonus or otherwise) to the date of such termination. Any outstanding equity or non-equity incentive awards will be treated in accordance with the applicable plan and agreement documents.

Release. As a condition precedent to Mr. Torbeck's receiving the payments described under the foregoing “Termination Events” section (other than, when applicable, any base salary or bonus the payment of which has been earned by Mr. Torbeck by the date of termination of the Employment Agreement but which is still unpaid as of the date of such termination and any non-forfeitable amounts payable under any employee benefit plan), Mr. Torbeck must execute and deliver to the Company a release of claims containing customary and appropriate terms and conditions as determined in good faith by the Company.

Restrictive Covenants. Pursuant to the Employment Agreement, Mr. Torbeck is subject to confidentiality and intellectual property covenants during the term of his employment and thereafter. In addition, Mr. Torbeck is subject to non-competition, non solicitation and non-interference covenants during the term of his employment and for a period of two years following the cessation of his employment for any reason.

The description of the Employment Agreement is qualified in its entirety by reference to the Employment Agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Since Mr. Torbeck is an employee of the Company, he will receive no additional compensation for serving on the Board or its Executive Committee. Mr. Torbeck is expected to be appointed to the Executive Committee of the Board.

Appointment of Mr. Cassidy as Vice Chairman of the Board and Retirement as Chief Executive Officer.

On January 31, 2013, John F. Cassidy retired as the Chief Executive Officer of the Company. Mr. Cassidy, who will continue to serve as a director of the Company, was elected Vice-Chairman of the Board. As Vice-Chairman, Mr. Cassidy will (i) advise Company management and the Board on strategic initiatives and assist the Chief Executive Officer in planning the Company's annual strategic planning session; (ii) represent the Company in maintaining and transitioning to the Chief

Executive Officer key customer relationships and key telecommunications business relationships, (iii) assist the Chief Executive Officer's mentoring of the Company's executive staff; (iv) assist the Chief Executive Officer in representing the Company in its benevolent activities, including educational efforts and charitable activities, and (v) perform such other activities as requested from time to time by the Chairman of the Board or the Chief Executive Officer. As a result, the Company will have continued access to, and not lose, Mr. Cassidy's business knowledge, vision and contacts and will be able to maintain continuity and ensure a smooth leadership transition.

Compensatory Arrangements for Mr. Cassidy.

In lieu of annual Board and committee retainers and stock awards to which he would otherwise be entitled to as a non-employee director, Mr. Cassidy's compensation for serving as Vice-Chairman of the Board consists of an annual $300,000 cash payment to be paid quarterly, reimbursement of certain membership dues and parking fees, and the provision of support staff to assist him in the performance of his Vice-Chairman duties.

In conjunction with his retirement as Chief Executive Officer, Mr. Cassidy will receive those benefits to which he has a non-forfeitable vested right, which include any shares of stock that he owns outright, vested options which may be exercisable following termination of employment, deferred compensation amounts and vested amounts under the Company's pension and savings plans, and as to any unvested stock and performance unit awards, they will generally, by reason of Mr. Cassidy satisfying retirement criteria contained therein, vest pursuant to their terms in the same manner as if Mr. Cassidy had remained an employee of the Company. In addition, Mr. Cassidy will receive a $2 million cash payment in lieu of a CyrusOne Inc. equity grant similar to those that were made to other Company officers who became officers of CyrusOne upon completion of its initial public offering. Mr. Cassidy will remain bound by the non-disclosure, non-competition and non-solicitation covenants of his employment agreement.

A news release announcing the events is attached as Exhibit 99.1 and incorporated by reference herein.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS
(d) Exhibits

Exhibit No.	Description
10.1	Employment Agreement between Cincinnati Bell Inc. and Theodore H. Torbeck dated February 6, 2013.
99.1	Press Release dated January 31, 2013.

SIGNATURES
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CINCINNATI BELL INC.

Date: February 6, 2013

By: /s/ Christopher J. Wilson
Christopher J. Wilson

Vice President, General Counsel and Secretary

EXHIBIT INDEX

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if; margin-top: 0pt; margin-bottom: 0pt">·**In person.** You may vote your shares at the Annual Meeting if you attend in person, even if you previously submitted a Proxy Card or voted via internet or telephone. Whether or not you plan to attend the Annual Meeting, however, we strongly encourage you to vote your shares by proxy before the meeting.

We have been advised by counsel that these telephone and internet voting procedures comply with California law.

Beneficial Shareholders. If your shares are held in a brokerage account in the name of your bank, broker, or other holder of record ("beneficial holder" or "street name"), you are not a registered holder, but rather are considered a beneficial holder of those shares. Your bank, broker, or other holder of record will send you instructions on how to vote your shares. If you are a beneficial holder, you must obtain a legal proxy, executed in your favor, from the holder of record to be able to vote in person at the Annual Meeting.

Voting Deadlines. If you are a participant in the Westamerica Bancorporation Tax Deferred Savings/Retirement Plan (ESOP) your vote must be received by 11:59 p.m. Central Time, on April 23, 2018. All other shareholders voting by telephone or internet must vote by 12:01 a.m. Central Time, on April 26, 2018 to ensure that their vote is counted.

Revocation of Proxy. Registered Holders who vote by proxy, whether by telephone, internet or mail, may revoke that proxy at any time before it is voted at the Annual Meeting. You may do this by: (a) signing another Proxy Card with a later date and delivering it to us prior to the Annual Meeting or sending a notice of revocation to the Corporate Secretary of Westamerica at 1108 Fifth Avenue, San Rafael, CA 94901; (b) voting at a later time by telephone or on the internet prior to 12:01 a.m. Central Time, on April 26, 2018 (prior to 11:59 p.m. Central Time, on April 23, 2018 for ESOP participants); or (c) attending the Annual Meeting in person and casting a ballot. If you are a beneficial holder, you may change your vote by submitting new voting instructions to your broker or other nominee.

Additional Information

Householding. As permitted by the Securities Exchange Act of 1934 (the “Exchange Act”) only one envelope containing two or more Notices of Internet Availability of Proxy Materials is being delivered to shareholders residing at the same address, unless such shareholders have notified their bank, broker, Computershare Investor Services, or other holder of record that they wish to receive separate mailings. If you are a beneficial holder and own your shares in street name, contact your broker, bank or other holder of record to discontinue householding and receive your own separate copy of the Notice in future years. If you are a registered holder and own your shares through Computershare Investor Services, contact Computershare toll-free at 877-588-4258 or in writing directed to Computershare Investor Services, 250 Royall Street, Mail Stop 1A, Canton, MA 02021 to discontinue householding and receive multiple Notices in future years. To receive an additional Annual Report or Proxy Statement this year, contact Shareholder Relations at 707-863-6992 or follow the instructions on the Notice. Mailing of dividends, dividend reinvestment statements, and special notices will not be affected by your election to discontinue duplicate mailings of the Notice.

Electronic Access to Proxy Materials and Annual Reports. Whether you received the Notice of Internet Availability of Proxy Materials or paper copies of proxy materials, this Proxy Statement and the 2017 Annual Report are available on the Company’s website at: www.westamerica.com. If you hold your Westamerica Bancorporation common stock in street name through a broker, a bank or other nominee, you may have the option of securing your Proxy Statement and Annual Report via the internet. If you vote this year’s proxy electronically, you may also elect to receive future Proxy Statements, Annual Reports and other materials electronically by following the instructions given by your bank, broker, or other holder of record when you vote. Our website is available for information purposes only and should not be relied upon for investment purposes, nor is it incorporated by reference into this Proxy Statement.

Stock Ownership

Security Ownership of Certain Beneficial Holders. Based on Schedule 13G filings, shareholders beneficially holding more than 5% of Westamerica Bancorporation common stock outstanding as of December 31, 2017, in addition to those disclosed in the Security Ownership of Directors and Management section below, were:

Name and Address of Beneficial Owner	Title of Class	Percent of Class

		Number of Shares Beneficially Owned			
BlackRock, Inc. 55 East 52nd Street, New York, NY 10055	Common	3,396,214	(1)	12.90	%
Eaton Vance Management 2 International Place, Boston, MA 02110	Common	2,345,696	(2)	8.90	%
The Vanguard Group, Inc. 100 Vanguard Boulevard, Malvern, PA 19355	Common	2,749,499	(3)	10.43	%
T. Rowe Price Associates, Inc 100 East Pratt Street, Baltimore, MD 21202-1009	Common	2,241,564	(4)	8.50	%
American Century Investment Management, Inc. 4500 Main Street, Kansas City, MO 64111	Common	2,326,469	(5)	8.83	%

[1] The Schedule 13G filed with the SEC on January 17, 2018 disclosed that the reporting entity, BlackRock, Inc., held sole voting power over 3,338,674 shares and sole dispositive power over 3,396,214 shares.

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(2) The Schedule 13G filed with the SEC on February 15, 2017 disclosed that the reporting entity, Eaton Vance Management, held sole voting power over 2,345,696 shares and sole dispositive power over 2,345,696 shares.

(3) The Schedule 13G filed with the SEC on February 9, 2018 disclosed that the reporting entity, The Vanguard Group, Inc., held sole voting power over 27,990 shares and sole dispositive power over 2,719,423 shares, and shared dispositive power over 30,076 shares.

(4) The Schedule 13G was filed with the SEC on February 14, 2018. These securities are owned by various individual and institutional investors, which T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial holder of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial holder of such securities.

(5) The Schedule 13G filed with the SEC on February 9, 2018 disclosed that the reporting entity, American Century Investment Management, Inc., held sole voting power over 2,282,823 shares and sole dispositive power over 2,326,469 shares.

Security Ownership of Directors and Management. The following table shows the number of common shares and the percentage of the common shares beneficially owned (as defined below) by each of the current Directors, by the Chief Executive Officer ("CEO"), by the Chief Financial Officer ("CFO"), and by the three other most highly compensated executive officers, and by all Directors and Officers of the Company as a group as of February 26, 2018. As of February 26, 2018, there were 26,574,333 outstanding shares of Westamerica Bancorporation's common stock. For the purpose of the disclosure of ownership of shares by Directors and Officers below, shares are considered to be beneficially owned if a person, directly or indirectly, has or shares the power to vote or direct the voting of the shares, the power to dispose of or direct the disposition of the shares, or the right to acquire beneficial ownership of shares within 60 days of December 31, 2017.

Amount And Nature Of Beneficial Ownership

Name and Address**	Sole Voting and Investment Power		Shared Voting and Investment Power	Right to Acquire Within 60 days of December 31, 2017	Total[1]	Percent of Class[2]
Etta Allen	10,898	(3)	-	-	10,898	*
Louis E. Bartolini	1,700		-	-	1,700	*

E. Joseph Bowler	-		25,887	(4)	-		25,887	0.1	%
Arthur C. Latno, Jr.	3,460	(5)	-		-		3,460	*	
Patrick D. Lynch	1,000		-		-		1,000	*	
Catherine Cope MacMillan	8,600	(6)	-		-		8,600	*	
Ronald A. Nelson	44,000		-		-		44,000	0.2	%
David L. Payne	1,453	(7)	885,570	(8)	-		887,023	3.3	%
Edward B. Sylvester	67,490		-		-		67,490	0.3	%
John "Robert" A. Thorson	-		7,778	(9)	19,320		27,098	0.1	%
David L. Robinson(10)	30		2,097		24,764	(11)	26,891	0.1	%
Dennis R. Hansen	1,061		30,098		64,144	(11)	95,303	0.4	%
Russell W. Rizzardi(12)	10		1		-		11	-	
All 14 Directors and Executives Directors and Officers as a Group	139,727		952,435		108,228		1,200,390	4.5	%

* Indicates beneficial ownership of less than one-tenth of one percent (0.1%) of the Company's common shares.

** The address of all persons listed is 1108 Fifth Avenue, San Rafael, CA 94901.

(1) None of the shares held by the Directors and Officers listed above have been pledged.

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(2) In calculating the percentage of ownership, all shares which the identified person or persons have the right to acquire by exercise of options are deemed to be outstanding for the purpose of computing the percentage of the class owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of the class owned by any other person.

(3) Includes 10,350 shares held in a trust as to which Mrs. Allen is trustee.

(4) Includes 25,887 shares held in trust as to which Mr. Bowler is co-trustee with shared voting and investment power.

(5) Includes 1,115 shares owned by Mr. Latno's wife as to which Mr. Latno disclaims beneficial ownership.

(6) Includes 6,000 shares held in a trust as to which Ms. MacMillan is trustee and 400 shares held in trust under the California Uniform Gift to Minors Act as to which Ms. MacMillan is custodian.

(7) Includes 462 shares held in a trust under the California Uniform Gift to Minors Act as to which Mr. Payne is custodian.

(8) Includes 528,837 shares owned by Gibson Radio and Publishing Company, of which Mr. Payne is President and CEO, as to which Mr. Payne disclaims beneficial ownership, and 345,808 shares held in a trust as to which Mr. Payne is co-trustee with shared voting and investment power.

(9) Includes 7,152 shares held in a trust as to which Mr. Thorson is co-trustee with shared voting and investment power.

(10) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

(11) During 1996, the Company adopted the Westamerica Bancorporation Deferral Plan (the "Deferral Plan") that allows recipients of Restricted Performance Shares ("RPS") to defer receipt of vested RPS shares into succeeding years.

Amounts shown include RPS shares that have been deferred into the Deferral Plan for the following accounts in amounts of: Messrs. Hansen - 14,780 shares; and Robinson - 19,140 shares.

(12) Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities and Exchange Act requires the Company's Directors and Executive Officers and persons who own more than ten percent (10%) of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Our employees generally prepare these reports on the basis of information received from each Director and Officer. Based on the review of copies of the forms filed, the Company believes that, during the last fiscal year, all filing requirements under Section 16(a) applicable to its directors, officers, and 10% shareholders were filed timely, except for three reports filed one day delinquent for Messrs. Robinson, Sylvester and Thorson with respect to the disposition of 9,200, 1,260 and 2,000 shares, respectively, and for two reports filed seventy-three days delinquent for Messrs. Hansen and Schneck with respect to the grant of nonqualified stock options of 19,400 and 5,900 shares, respectively, with one-third vesting on the first anniversary date of the grant date.

PROPOSAL 1 – ELECTION OF DIRECTORS

Board of Directors

Nine Directors have been nominated for election at the Annual Meeting to hold office until the next Annual Meeting or until their successors are elected and qualified. The Proxies will vote for the nine nominees named below unless you give different voting instructions on your Proxy Card. Each nominee is presently a Director of the Company and has consented to serve a new term. The Board does not anticipate that any of the nominees will be unavailable to serve as a Director, but if that should occur before the Annual Meeting, the Board reserves the right to substitute another person as nominee. The Proxies will vote for any substitute nominated by the Board of Directors. The Proxies may use their discretion to cumulate votes for election of Directors and cast all of such votes for any one or more of the nominees, to the exclusion of the others, and in such order of preference as they may determine at their discretion.

Nominees

The nominees for election as Directors are named and certain information with respect to them is given below. Our nominees are seasoned leaders who bring to the Board an array of financial services, public and private company, non-profit, and other business experience. As a group they possess experience in leadership, consumer banking, commercial and small business banking, investment banking, capital markets, financial advisory services, finance and accounting, risk management and real estate. Many of the Board Members have seen the Company through a variety of economic conditions. The information below has been furnished to the

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Company by the respective nominees. All of the nominees have engaged in their indicated principal occupation for more than five years, unless otherwise indicated and no nominee has served on the Board of Directors of another public company during the past five years.

Name of Nominees, Principal Occupations, and Qualifications

Etta Allen – Director since 1988

Etta Allen (88) is President and CEO of Sunny Slope Vineyard in Sonoma County, California. Until 2017, she was also President and CEO of Allen Heating and Sheet Metal. She is a member of the Employee Benefits and Compensation Committee and the Loan and Investment Committee. Mrs. Allen is also a Director of Westamerica Bank.

In 1972, she became the second woman in the state of California to become a licensed contractor in heating, ventilation, air conditioning and sheet metal, and in 1974 she became President and CEO of Allen Heating and Sheet Metal. Under her leadership the company became recognized throughout California. She was the first woman president of Marin Builders Exchange and during her time on the executive committee she also served as a trustee and later as chairman of their successful insurance trust. She was the first woman contractor on the Executive Committee of the California Association of Builders Exchanges.

Etta Allen is one of the pioneers for women in non-traditional careers. As an entrepreneur, businesswoman and an involved community leader, she brings independence, operations management and executive experience to the Board.

Louis E. Bartolini – Director since 1991

Louis E. Bartolini (85) retired from Merrill Lynch, Pierce, Fenner & Smith, Inc. (now Merrill Lynch and Co.) as a financial consultant. He currently serves on the Audit Committee and is also a Director of Westamerica Bank. Mr. Bartolini has 34 years of experience in the financial industry serving as a financial consultant and branch manager for Merrill Lynch and Co. and has been active for over 36 years in the non-profit community in Marin County. He has served on the boards of many non-profit organizations, including a five-year term as president of the Marin Symphony, a Board member of the Association of California Symphony Orchestras, and a past District Governor of Rotary International.

Mr. Bartolini's continuing interest in the financial industry, his leadership skills, and financial and investment expertise are of great value to the Board. His extensive ties to local community and business leaders through his long-term volunteer involvement provide the Board with a broad prospective and insights into key segments of our markets and customer base.

E. Joseph Bowler – Director since 2003

E. Joseph Bowler (81) retired as Senior Vice President and Treasurer of the Company in 2002. He currently serves as a member of the Audit Committee and is also a Director of Westamerica Bank. Mr. Bowler holds a Masters of Business Administration from Stanford University.

With many years of direct banking experience, Mr. Bowler brings strong financial and investment expertise important to the oversight of our financial reporting and interest rate risk management. In addition, Mr. Bowler's experience as a director and trustee of various non-profit community and educational organizations brings strategic planning and corporate governance skills to the Board.

Arthur C. Latno, Jr. – Director since 1985

Arthur C. Latno, Jr. (88) retired from Pacific Telesis Group (now Pacific Bell Telephone Company) as an Executive Vice President. He currently serves on the Company's Executive Committee, the Employee Benefits and Compensation Committee, and the Loan and Investment Committee and is Chairman of the Nominating Committee. Mr. Latno is also a Director of Westamerica Bank. His expertise stems from his wide-ranging responsibilities at Pacific Bell, which included operations, regulatory responsibilities, and public and governmental relations. His proficiency in strategic planning was recognized by the City of San Francisco when he was selected to serve on the City's Port of San Francisco Strategic Planning Advisory Panel. He has also been involved with the Marin General Hospital Foundation, the Fine Arts Museum of San Francisco and numerous other community organizations in the locations where the Company has a significant presence. Mr. Latno is also a former U.S. Ambassador and Chairman of the U.S. Delegation Treaty Conference (rank accorded by President Reagan) in Melbourne, Australia, and a former Chairman of the Board of Trustees and Past President of Board of Regents of St. Mary's College in California. He was a recipient of the Anti-Defamation League's Americanism Award and the Friends of the Human Rights Commission's Human Rights Award.

Mr. Latno's most important contributions to the Board are his executive leadership, strategic planning skills, and regulatory and public relations experience.

Patrick D. Lynch – Director since 1986

Patrick D. Lynch (84) retired as Vice President and General Manager of the U.S. Semiconductor Division of Motorola. He currently serves as Chairman of the Employee Benefits and Compensation Committee, is a member of the Executive Committee and the Nominating Committee, and is also a Director of Westamerica Bank. Mr. Lynch has held executive positions at Nicolet Instrument Company and several venture capital high-tech start-up companies.

Mr. Lynch brings to the Board operations, financial and marketing expertise as well as a valued historical perspective.

Catherine Cope MacMillan – Director since 1985

Catherine Cope MacMillan (70) is a former owner of the Huntington Hotel in San Francisco and La Playa Hotel in Carmel-by-the-Sea. She is a member of the Loan and Investment Committee and the Audit Committee. She is also a Director of Westamerica Bank. Ms. MacMillan previously owned and operated a prominent restaurant for nearly 20 years. She is a graduate of the University of California at Davis and Pacific McGeorge School of Law. She has also served in numerous leadership capacities for community organizations.

Ms. MacMillan's experience in administration and operational aspects of various businesses and organizations provides the Board with sound leadership.

Ronald A. Nelson – Director since 1988

Ronald A. Nelson (75) was Executive Vice President of Charles M. Schulz Creative Associates through 1995. He serves as the Chairman of the Audit Committee and is a member of the Employee Benefits and Compensation Committee. He is also a Director of Westamerica Bank. Mr. Nelson has a background as a Certified Public Accountant and has been designated as the Audit Committee's "financial expert." He has been a resident of Sonoma County since 1970, which is one of the bank's primary markets and where he has been involved in business management, investment management, and the development of commercial real estate. He also served as a board member and chairman of Santa Rosa Memorial Hospital, which is the area's primary acute care hospital.

Mr. Nelson's extensive business and financial expertise provides important oversight of our financial reporting and risk management.

David L. Payne – Director since 1984

David L. Payne (62) is Chairman, President & CEO of Westamerica Bancorporation. He was appointed Chairman in 1988 and Chief Executive Officer in 1989 and is Chairman of the Executive Committee. Mr. Payne is also Chairman, President & CEO of Westamerica Bank. He brings to the Board strong leadership and a vision for the future. He has a thorough knowledge of the banking industry, manages regulatory and business development issues, and has extensive financial and accounting expertise. Mr. Payne possesses excellent management, strategic development and business skills.

Since Mr. Payne's appointment as Chairman of the Board, Westamerica's dividends per share have risen twelve-fold and capital levels have increased nine-fold. Total assets have quadrupled during his tenure and net income has risen by a multiple of 10. Return on equity was 8.4% for the year ended December 31, 2017.

Mr. Payne has successfully negotiated and led the Company through many mergers including: John Muir National Bank, Napa Valley Bancorporation, PV Financial, CapitolBank – Sacramento, North Bay Bancorp, ValliCorp Holdings, First Counties Bank, Kerman State Bank, Redwood Empire Bancorp, County Bank, and Sonoma Valley Bank. Mr. Payne also manages his family printing, publishing and cable television business.

Edward B. Sylvester – Director since 1979

Edward Sylvester (81) is a licensed civil engineer and the founder of SCO Planning and Engineering. He retired from the day-to-day engineering profession in 2007, but continues as a private consultant. Mr. Sylvester is currently a member of the Executive Committee, the Nominating Committee, Chairman of the Loan and Investment Committee, and serves as Lead Independent Director of Westamerica Bancorporation. He was a founding Director of Gold Country Bank headquartered in Grass Valley until the bank merged with Westamerica's predecessor, Independent Bankshares, at which time he was nominated to serve on the corporate Board by his peers. Mr. Sylvester is the Chairman of the Board of Nevada County Broadcasters. He is the Chairman of the Board of Sierra Nevada Memorial Hospital where he is also a member of their Finance Committee and a member of the Strategic Planning Committee. He is the liaison from the hospital board to the Sierra Nevada Memorial Hospital Foundation and a member of the Foundation Board. Mr. Sylvester has previously served as a member and Chairman of the California Transportation Commission that prioritizes state transportation projects and allocates funding. He is a past President of the Rotary Club of Grass Valley and past Chairman of the Grass Valley Chamber of Commerce. Mr. Sylvester has run 23 marathons to date and was the 14th person in the world to complete a full marathon on all seven continents including Antarctica.

The depth of Mr. Sylvester's experience gives him first-hand understanding of all the nuances of development and development funding, a current knowledge of the retail economy, and a state-wide perspective and experience in funding allocation. His long tenure on the Board brings a historical and long-term perspective while he remains current on financial issues with his continuing leadership role in the community and active management positions.

THE BOARD OF DIRECTORS RECOMMENDS ELECTION OF ALL NOMINEES

Board of Directors and Committees

Director Independence and Leadership Structure

The Board of Directors has considered whether any relationships or transactions related to a Director were inconsistent with a Director's independence. Based on this review, the Board has determined that E. Allen, L.E.

Bartolini, E.J. Bowler, A.C. Latno, Jr., P.D. Lynch, C.C. MacMillan, R.A. Nelson, and E.B. Sylvester are "independent" Directors as defined in NASDAQ rules.

Our Board has carefully considered the critical issue of Board leadership. In the context of risk management, the leadership of each Board committee primarily responsible for risk management is vested in an independent committee chair. With regard to the leadership of the meetings of the full Board, our Board of Directors has carefully evaluated whether the positions of chairman and CEO should be separate or combined. Our Board believes that the most effective leadership structure for the Company at this time is to combine the responsibilities of the Chairman and CEO, a structure that has been successful since 1989. The combined positions avoid a duplication of efforts, enable decisive leadership, ensure a clear accountability for the performance of the Company, a more rapid implementation of decisions, and a consistent vision. Given the size of our employee base and our level of assets relative to larger, more complex banking structures, our Company is particularly well suited to combine the Chairman and CEO functions. Furthermore, our management team has an average tenure of 23 years and does not require the substantial oversight needed by a less experienced team, which has allowed our Chairman and CEO to lead the Company through eleven acquisitions since 1992.

To ensure strong Board oversight eight of our nine Directors are, as noted above, independent as defined by NASDAQ. Only non-management directors sit on Board committees, with the exception of the Executive Committee, and every non-management director sits on one or more of these Committees. All non-management directors meet at least four times a year outside the presence of the Chairman and CEO. The Board completes an annual board evaluation that is discussed by the Nominating Committee and presented to the full Board.

Although the Board believes that it is more effective to have one person serve as the Chairman and CEO at this time, it also recognizes the importance of strong independent leadership on the Board, accordingly, the Board has established a strong, independent Lead Director, Mr. Sylvester, who must serve at least one year and has the following clearly delineated and comprehensive duties:

- Presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent Directors;
- Serves as liaison between the Chairman and the independent Directors;
- Approves information sent to the Board;
- Approves meeting agendas for the Board;
- Approves meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- Has the authority to call meetings of the independent Directors; and
- If requested by major shareholders, ensures that he or she is available for consultation and direct communication.

The Board does not believe that the fact an independent Lead Director does not preside over the normal Board meeting business sessions limits the ability of the Board to have open exchanges of views, or to address any issues the Board chooses, independently of the Chairman.

The Board of Directors of the Company also serve as the Board of Directors of Westamerica Bank, and as such are well informed of Bank operations through regular reports and discussions on the operations of the Bank. The Directors' longevity with the Company has exposed them to a wide range of business cycles, which plays a critical role in managing the risk profile and profitability of the Company through the current economic environment.

Role of the Board of Directors in Risk Oversight

The Board is also responsible for overseeing all aspects of management of the Company, including risk oversight, which is effected through all Board committees, but primarily through the Board's Audit Committee. The Internal

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Audit Department reports directly to the Board's Audit Committee. It presents its independently prepared company-wide annual risk assessment, its evaluation of Management's prepared risk assessment and its audit plan incorporating the risk assessment, including the policies and procedures utilized to monitor and control such exposures, to the Board's Audit Committee.

The internal loan review function reports directly to the Board's Audit Committee. It reports ongoing evaluations of loan portfolios and the risk rating of individual loans using guidelines established by bank regulatory authorities, to the Board's Audit Committee.

Meetings

The Company expects all Board members to attend all meetings, including the Annual Meeting of Shareholders, except for reasons of health or special circumstances. The Board met on nine days during 2017. Every Director attended at least 75% of the aggregate of: (i) the Board meetings held during that period in which they served; and (ii) the total number of meetings of any Committee of the Board on which the Director served. Each individual who served on the Board of the Company on the date of the 2017 Annual Meeting of Shareholders attended the meeting, except for Ms. Allen.

Committees of the Board

Director Name	**Executive Committee**	**Audit Committee**	**Employee Benefits and Compensation Committee**	**Loan and Investment Committee**	**Nominating Committee**
Etta Allen			X	X	
Louis E. Bartolini		X			
E. Joseph Bowler		X			
Arthur C. Latno, Jr.	X		X	X	Chair
Patrick D. Lynch	X		Chair		X
Catherine Cope MacMillan		X		X	
Ronald A. Nelson		Chair	X		
David L. Payne	Chair				
Edward B. Sylvester	X			Chair	X
Number of Meetings in 2017	9	5	5	9	1

Executive Committee

Functions: The Board delegates to the Executive Committee all powers and authority of the Board in the management of the business affairs of the Company between board meetings, which the Board is allowed to delegate under California law.

Audit Committee

The Board of Directors has determined that all members are independent, as that term is defined by applicable rules of NASDAQ for Audit Committee purposes. The Board has also designated Mr. Nelson as the "Audit Committee financial expert" as defined by the rules of the SEC and has determined that he is "financially sophisticated" under NASDAQ rules. In concluding that Mr. Nelson is the Audit Committee financial expert, the Board determined that he has:

- an understanding of generally accepted accounting principles and financial statements;
- the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

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- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
- an understanding of internal control over financial reporting; and
- an understanding of Audit Committee functions.

Designation of a person as an Audit Committee financial expert does not result in the person being deemed an expert for any purpose, including under Section 11 of the Securities Act of 1933. The designation does not impose on the person any duties, obligations or liability greater than those imposed on any other Audit Committee member or any other Director and does not affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

Functions: The Audit Committee provides independent, objective oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independence and performance of the Company's independent auditor as it performs audit, review or attest services, and the Company's internal audit and control function. It selects and retains the independent registered public accounting firm, and reviews the plan and the results of the auditing engagement. It acts pursuant to a written charter that was reaffirmed by the Board of Directors in January 2018 and is attached as Exhibit A to the Proxy Statement for this 2018 Annual Meeting of Shareholders.

Employee Benefits and Compensation Committee

The Employee Benefits and Compensation Committee of the Board of Directors (the "Compensation Committee") is comprised solely of Directors who are not current or former employees of Westamerica or any of its affiliates. They are independent as defined by NASDAQ rules.

Functions: The Compensation Committee administers Westamerica Bancorporation's 2012 Amended and Restated Stock Option Plan of 1995, Tax Deferred Savings and Retirement Plan, Deferred Profit Sharing Plan, Deferred Compensation Plan, and the Westamerica Bancorporation Deferral Plan. It administers the Company's compensation programs and reviews and reports to the Board the compensation level for executive officers, including the CEO, of the Company and its subsidiaries and determines that compensation plans are balanced between financial results and prudent risk taking. The Compensation Committee determines annual corporate performance objectives for equity compensation and cash bonuses and their related corporate, divisional and individual goals. Based on the CEO's assessment of the extent to which each executive officer met those objectives and goals, the Committee determines each executive officer's annual equity compensation and cash bonus. The Compensation Committee also establishes the individual goals and targets for the CEO. All compensation approved by the Compensation Committee is reported to the full Board of Directors. The role of the Compensation Committee is described in greater detail under the section entitled “Compensation Discussion and Analysis.”

The Compensation Committee is governed by a written charter as required by NASDAQ rules. The charter was reaffirmed by the Board of Directors in January 2017 and attached as Exhibit B to the Proxy Statement for the 2017 Annual Meeting of Shareholders. The Compensation Committee has the authority to seek assistance from officers and employees of the Company as well as external legal, accounting and other advisors. It has not retained outside consultants for compensation advice, but can request assistance on an as-needed basis. It does not delegate authority to anyone outside of the Compensation Committee. The Payroll and Employee Benefits Department supports the Compensation Committee by fulfilling certain administrative duties regarding the compensation programs.

Nominating Committee

The Board of Directors has determined that all members of the Nominating Committee are independent, as defined in NASDAQ rules.

Functions: The Nominating Committee screens and recommends qualified candidates for Board membership. This Committee recommends a slate of nominees for each Annual Meeting. As part of that process, it evaluates and considers all candidates submitted by shareholders in accordance with the Company's Bylaws, and considers each existing Board member's contributions. The Committee applies the same evaluation standards whether the candidate was recommended by a shareholder or the Board. The Nominating Committee is governed by a written charter, which was reaffirmed January 27, 2016 and attached as Exhibit B to the Proxy Statement for the 2016 Annual Meeting of Shareholders.

While the Board does not have a formal diversity policy, it broadly defines diversity to encompass a diverse range of skills and expertise sufficient to provide prudent guidance to the Company. In addition to the qualifications and characteristics described below, it considers whether the potential Director assists in achieving a mix of Board members that represents a diversity of background, perspective, and experience. Our Board includes Directors with experience in public corporations and non-profit organizations, as well as entrepreneurial individuals who have successfully run their own private enterprise. Our Board also has a broad set of skills necessary for providing oversight to a financial institution, which includes proven leadership, and expertise in capital management, finance, accounting, regulatory affairs, and investment management.

Nominating Directors. The Nominating Committee will consider shareholder nominations submitted in accordance with Section 2.14 of the Bylaws of the Company. That section requires, among other things, that nominations be submitted in writing and must be received by the Corporate Secretary at least 45 days before the anniversary of the date on which the Company first mailed its proxy materials for the prior year's Annual Meeting of Shareholders. If the date for the current year's Annual Meeting changes more than 30 days from the date on which the prior year's meeting was held, the Company must receive notice with a reasonable amount of time before the Company mails its proxy materials for the current year.

Nominations must include the following information:

- The principal occupation of the nominee;
- The total number of shares of capital stock of the Company that the shareholder expects will be voted for the nominee;
- The name and address of the nominating shareholder; and
- The number of shares of capital stock of the Company owned by the nominating shareholder.

The Committee has specified the following minimum qualifications it believes must be met by a nominee for a position on the Board:

- Appropriate personal and professional attributes to meet the Company's needs;
- Highest ethical standards and absolute personal integrity;
- Physical and mental ability to contribute effectively as a Director;
- Willingness and ability to participate actively in Board activities and deliberations;
- Ability to approach problems objectively, rationally and realistically;
- Ability to respond well and to function under pressure;
- Willingness to respect the confidences of the Board and the Company;
- Willingness to devote the time necessary to function effectively as a Board member;
- Possess independence necessary to make unbiased evaluation of Management performance;

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- Be free of any conflict of interest that would violate applicable law or regulation or interfere with ability to perform duties;
- Broad experience, wisdom, vision and integrity;
- Understanding of the Company's business environment; and
- Significant business experience relevant to the operations of the Company.

Loan and Investment Committee

Functions: This Committee reviews major loans and investment policies.

Director Compensation

The following table and footnotes provide information regarding the compensation paid to the Company's non-employee members of the Board of Directors in the fiscal year 2017. Directors who are employees of the Company receive no compensation for their services as Directors.

Director Compensation Table For Fiscal Year 2017

Name[1]	Fees Earned Paid in Cash	Change in Pension Value and Nonqualified Deferred Compensation Earnings[2]	Total
Etta Allen	$ 37,000	$ 56,616	$93,616
Louis E. Bartolini	36,400	554	36,954
E. Joseph Bowler	37,000	0	37,000
Arthur C. Latno, Jr.	44,450	0	44,450
Patrick D. Lynch	43,050	0	43,050
Catherine Cope MacMillan	42,400	0	42,400
Ronald A. Nelson	41,250	0	41,250
Edward B. Sylvester	43,800	9,722	53,522

(1) Non-employee Directors did not receive options or stock awards. During 2017, non-employee Directors of the Company each received an annual retainer of $22,000. Each non-employee Director received $1,200 for each meeting of the Board attended and $600 for each Committee meeting attended. The Chairman of each Committee received an additional $250 for each Committee meeting attended. All non-employee Directors are reimbursed for expenses incurred in attending Board and Committee meetings. The Chairman of the Board, David L. Payne, is compensated as an employee and did not receive any compensation as a Director.

(2) The Deferred Compensation Plan allows non-employee Directors to defer some or all of their Director compensation with interest earnings credited on deferred compensation accounts. The amount shown is the interest on nonqualified deferred compensation that exceeds 120% of the long-term Applicable Federal Rate, with compounding, on all cash compensation deferred in 2017 and in previous years.

Westamerica Bancorporation does not have a charitable donations program for Directors nor does it make donations on behalf of any Director(s). The Company may make a nominal donation through its Community Relations program to non-profit organizations where a Director(s) may have an affiliation.

EXECUTIVE COMPENSATION

Executive Officers

The executive officers of the Company and Westamerica Bank serve at the pleasure of the Board of Directors and are subject to annual appointment by the Board at its first meeting following the Annual Meeting of Shareholders. It is anticipated that each of the executive officers listed below will be reappointed to serve in such capacities at that meeting.

David L. Payne – Held since 1984

David L. Payne (62) is the Chairman of the Board, President and CEO of the Company and Westamerica Bank. Mr. Payne also manages his family printing, publishing and cable television business.

John "Robert" Thorson – Held since 2005

John "Robert" Thorson (57) is Senior Vice President and Chief Financial Officer of the Company. Mr. Thorson joined Westamerica Bancorporation in 1989, was Vice President and Manager of Human Resources from 1995 until 2001 and was Senior Vice President and Treasurer from 2002 until 2005.

Dennis R. Hansen – Held since 2005

Dennis R. Hansen (67) is Senior Vice President and Manager of the Operations and Systems Administration of Community Banker Services Corporation. Mr. Hansen joined Westamerica Bancorporation in 1978 and was Senior Vice President and Controller for the Company until 2005.

David L. Robinson – Held since 2007[1]

David L. Robinson (58) was Senior Vice President and Banking Division Manager of Westamerica Bank. Mr. Robinson joined Westamerica Bancorporation in 1993 and has held several banking positions, most recently, Senior Vice President and Southern Banking Division Manager until 2007.

Russell W. Rizzardi – Held since 2008

Russell W. Rizzardi (62) is Senior Vice President and Chief Credit Administrator of Westamerica Bank. Mr. Rizzardi joined Westamerica Bank in 2007. He has been in the banking industry since 1979 and was previously with Wells Fargo Bank and U.S. Bank.

The Company has adopted a Code of Ethics (as defined in Item 406 of Regulation S-K of the Securities Act of 1933) that is applicable to its senior financial officers including its chief executive officer, chief financial officer, and principal accounting officer.

Compensation Discussion and Analysis

The executive compensation practices described below have been followed consistently for twenty-five years. At each Annual Meeting of Shareholders since 2010, a majority of our shareholders approved an advisory proposal on the Company's executive compensation.

The Compensation Committee governs the executive compensation program that combines three compensation elements: base salary, annual non-equity cash incentives, and long-term stock grants. Several compensation philosophies and practices underlie this program:

- Base salaries for participants in this program should be limited to foster an environment where incentive compensation motivates and rewards corporate, divisional, and individual performance.
- Incentive compensation (annual non-equity cash incentives and long-term stock grants) is based on measurement of performance against pre-established objective measurable goals. Specific criteria for each objective are established for "threshold," "target," and "outstanding" performance. On any one measure, performance below "threshold" results in no credit for that objective. "Threshold" performance results in 75% achievement, "target" performance results in 100% achievement, and "outstanding" performance results in 150% achievement. The performance achievement level determines the size of incentive compensation awards.
- Long-term incentive stock grants will be awarded to senior management if the corporate performance level is rated "threshold" or better. The purpose of long-term incentive grants is to:

(1) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

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- Motivate senior management to focus on long-term performance**;**
- Avoid excessive risk-taking and instill conservative management practices**;**
- Build equity ownership among Westamerica's senior management**;**
- Link shareholder interests to management incentives; and
- Create ownership mentality among senior management**.**

In February 2013, the Board of Directors adopted a clawback policy that requires executive officers to forfeit previously awarded incentive compensation if the incentives were based on materially inaccurate financial statements or other performance measures that are later proven to be materially inaccurate or the achievement of which were due to fraud or other misconduct.

Establishing Incentive Levels, Determining Objectives and Measuring Performance

In administering the executive compensation program, the Compensation Committee determines "target" incentives for each position annually. The Compensation Committee exercises discretion in establishing "target" incentives in an effort to provide competitive pay practices while motivating and rewarding performance that benefits the Company's long-term financial performance and shareholder interests, and avoids excessive risk-taking.

At the beginning of each calendar year, the Compensation Committee establishes annual corporate performance objectives. In establishing corporate performance objectives, the Compensation Committee takes into consideration the current operating environment for the commercial banking industry as well as internal management policies and practices which would, in the Compensation Committee's opinion, benefit the long-term interests of the Company and its shareholders. Corporate performance measures include risk management elements considered to be responsive to the impact that current operating conditions could have on the long-term performance of the Company. The Compensation Committee monitors the economy and the banking industry's operating environment throughout the ensuing year, and may exercise discretion in adjusting corporate performance objectives during the year.

The operating environment for the commercial banking industry is impacted by a myriad of factors including, but not limited to, local, national and global economic conditions, interest rate levels and trends, monetary policies of the Federal Reserve Board and its counterparts in other countries, fiscal policies of the United States government and other global political conditions, regulations and legislation, liquidity in capital markets, the demand for capital by commercial enterprises and consumers, new financial products, competitive response to changing conditions within the industry, trade balances, the changing values of real estate, currencies, commodities and other assets, and other factors.

Management policies and practices the Board considers in establishing corporate performance objectives include, but are not limited to, management of the Company’s balance sheet and product pricing in a manner which will benefit the long-term financial interests of shareholders, the type and variety of financial products offered by the Company, adherence to internal controls, management of the credit risk of the Company’s loan and investment portfolios, the results of internal, regulatory and external audits, service quality delivered to the Company’s customers, service quality of “back office” support departments provided to those offices and departments directly delivering products and services to the Company’s customers, maintenance of operating policies and procedures which remain appropriate for risk management in a dynamic environment, timely and efficient integration of acquired companies, operational efficiencies, and capital management practices.

Restricted performance shares (“RPS”) represent awards of Westamerica Bancorporation’s common stock subject to achievement of performance objectives established by the Compensation Committee. The 2012 Amended and Restated Stock Option Plan of 1995 (the “2012 Amended Plan”), which was originally approved by shareholders in

1995, and amended with shareholder approval in 2003 and again in 2012, defines the performance factors the Board must use in administering RPS grants as one or more of the following: earnings, diluted earnings per share, revenue and revenue per diluted share, expenses, share price, return on equity, return on equity relative to the average return on equity for similarly sized institutions, return on assets, return on assets relative to the average return on assets for similarly sized institutions, efficiency ratio (operating expenses divided by operating revenues), net loan losses as a percentage of average loans outstanding, nonperforming assets, and nonperforming assets as a percentage of total assets.

In addition to establishing corporate performance objectives, the Compensation Committee also establishes individual goals for the CEO. In regard to the other executives named in the accompanying tables, the CEO recommends divisional and individual performance objectives to the Compensation Committee, which considers, discusses, adjusts as necessary, and adopts such performance objectives.

Upon the closure of each calendar year, the Compensation Committee reviews corporate, divisional, and individual performance against the performance objectives for the year just completed. After thorough review and deliberation, the Compensation Committee determines the recommended amount of individual non-equity cash incentives and stock-based incentive awards. The Compensation Committee reports such incentives to the Board of Directors. Meetings of the Compensation Committee and Board of Directors routinely occur in January, immediately following the closure of the calendar year for which performance is measured for incentive compensation purposes.

Stock Grants

Long-term stock grants may only be awarded under shareholder approved stock-based incentive compensation plans. The Company’s Proxy Statement dated March 12, 2012, as filed with the SEC on March 13, 2012, summarizes the 2012 Amended Plan’s changes from the predecessor plan. Such changes included:

- reducing the issuable shares to 1,500,000 (plus shares that become available if awards under prior plans expire unexercised or are cancelled, forfeited or terminated before being exercised);
- any additional authorization of shares available for issuance must be approved by shareholders; and
- establishing a plan expiration date of April 26, 2022 after which shareholder approval is again required to extend the term or approve a new stock option plan.

The 2012 Amended Plan allows four types of stock-based compensation awards:

Incentive Stock Options (“ISO”) allow the optionee to buy a certain number of shares of Westamerica Bancorporation common stock at a fixed price, which is established on the date of the option grant. ISOs are intended to meet the requirements of Section 422 of the Internal Revenue Code which provide advantages if certain conditions are met. If the optionee holds the acquired stock for the designated holding period, the optionee defers the timing of recognizing taxable income related to exercising the ISO. If the optionee complies with the ISO requirements, the Company does not receive a corporate tax deduction related to the shares issued.

Nonqualified Stock Options (“NQSO”) also give the optionee the option to buy a certain number of shares of Westamerica Bancorporation common stock at a fixed price, which is established on the date of grant. Unlike ISOs, NQSOs do not allow deferral of taxable income for the optionee. At the time NQSOs are exercised, the optionee incurs taxable income equal to the spread between the exercise price and the market price of the stock, and the Company receives a corporate tax deduction in the same amount.

Stock Appreciation Rights (“SAR”) provide the holder a cash payment equal to the difference between the fair market value of the Westamerica Bancorporation’s common stock on the date the SAR is surrendered and the fair market value of the Company’s common stock on the date the SAR was granted. The optionee incurs taxable income at the time the SAR is settled and the Company receives a corporate tax deduction in the same amount.

Restricted Performance Share Grants, as noted above, are awards of the Westamerica Bancorporation’s common stock that are subject to the achievement of performance objectives. Award recipients receive shares at the end of the performance measurement period only if performance objectives are achieved. The award recipient incurs taxable income at the time any RPS vests and the Company receives a corporate tax deduction in the same amount.

Determination of Awards to Grant

In determining which type of stock-based compensation awards to grant, the Compensation Committee considers the attributes of each form of incentive. Examples include the ability to motivate management to make decisions based on the long-term interests of shareholders, the desire to compensate with shares rather than cash, and the tax consequences of each type of award. The Compensation Committee retains the latitude to utilize all forms of incentives provided under the 2012 Amended Plan. In the current and preceding years, the Compensation Committee has utilized NQSO and RPS based on the motivational aspects of stock price appreciation, the settlement in shares rather than cash, and the preservation of tax deductions for the Company. As of February 26, 2018, the Company had no ISO or SAR awards outstanding.

Determination of Option Exercise Price

The 2012 Amended Plan also requires the exercise price of each NQSO or ISO to be no less than one hundred percent (100%) of the fair market value of the Company’s common stock on the date of grant. The 2012 Amended Plan does not allow re-pricing stock options for poor stock price performance.

Stock-based compensation awards are submitted by the Compensation Committee to the full Board of Directors for review. As described above, these meetings have routinely occurred in January immediately following the closure of the calendar year for which performance is measured for incentive compensation purposes. The Compensation Committee meeting has routinely been held during the same week as the related Board of Directors meeting. These January meetings follow by no more than ten business days the Company’s public disclosure of its financial results for the preceding year. As a result, stock option grants are awarded, and the exercise price of such grants are determined at a time when the Company has broadly disseminated its financial condition and current operating results to the public. The Company’s outstanding stock option grants are dated, and related stock option exercise prices are determined, on the January date the Compensation Committee meets to approve such grants.

Long-Term Incentive Attributes

The Board of Directors has designated the Compensation Committee as the administrator of the 2012 Amended Plan. The Compensation Committee reports to the Board the terms and conditions of stock option awards. In carrying out this responsibility, the Compensation Committee designs such awards as long-term incentives. The terms and conditions of currently outstanding awards include:

- NQSO grants vest one-third (1/3) on each anniversary of the grant date. As such, NQSO grants become fully vested over a three-year period. NQSO grants expire on the tenth anniversary of the grant date. The Company does not pay dividends on shares underlying NQSO grants until the optionee exercises the option and the shares are outstanding on a dividend record date.
- RPS awards vest three years following the grant date, only if corporate performance objectives are achieved over the three-year period. The Company does not pay dividends on RPS shares until vesting occurs and shares awarded become outstanding on a dividend record date.

Compensation for the Chairman, President & CEO

Mr. Payne performs two functions for the Company. These two functions tend to be compensated separately at similarly sized banking institutions. Mr. Payne serves as Chairman of the Board and CEO with responsibilities including oversight of the organization and external strategic initiatives. Mr. Payne also serves as President and CEO with responsibilities including daily management of internal operations. Mr. Payne's total compensation reflects these broad responsibilities. Consistent with the overall compensation philosophy for senior executives, Mr. Payne's compensation has a greater amount of pay at risk through incentives than through base salary. Since Mr. Payne is compensated as an executive, he is not eligible to receive compensation as a Director.

As noted on page 30 of the Proxy under the Pension Benefits Table, during 1997 the Company entered into a nonqualified pension agreement ("Pension Agreement") with Mr. Payne in consideration of Mr. Payne's agreement that RPS granted in 1995, 1996 and 1997 would be cancelled.(1) In entering the Pension Agreement, the Board of Directors considered the following:

- Mr. Payne had a significant beneficial interest in Westamerica Bancorporation common stock, which was more than adequate to continue to provide motivation for Mr. Payne to continue managing the Company in the best interests of shareholders.
- In 1997, the Company had consummated its largest acquisition, with significant total asset growth of approximately 51 percent. One of the Board's objectives was to provide a compensation mechanism providing retention features for Mr. Payne. Retention of Mr. Payne as President and CEO was desired following the Company's significant growth. The RPS shares surrendered for the Pension Agreement were scheduled to vest on dates in 1998, 1999 and 2000, while the Pension Agreement was not fully vested until December 31, 2002. Additionally, the 20-year certain pension provided under the Pension Agreement was to commence upon Mr. Payne's attainment of age 55. Mr. Payne was age 42 at the time of entering the Pension Agreement.

Compensation Awarded to Named Executive Officers

Base salaries for participants in the executive compensation program are generally limited to foster an environment where incentive compensation motivates and rewards corporate, divisional, and individual performance. As such, base pay increases are generally infrequent and limited to "control points" assigned to each position. The non-equity cash incentive formula has the following components:

In structuring performance goals for the named executive officers, the Compensation Committee emphasizes goals, which if achieved, will benefit the overall Company. As such, senior management level positions have high relative weighting on corporate objectives, and divisional leadership positions also have significant weighting on divisional objectives. The "target" cash incentive and the weighting of goals for the named executive officers for 2017 performance were as follows:

[1] The value of the surrendered RPS shares and the Pension Agreement were considered equivalent based on actuarial assumptions.

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	"Target" Cash Incentive	Goal Weighting		
		Corporate	Divisional	Individual
Mr. Payne	$371,000	80%	–	20%
Mr. Thorson	107,200	55%	25%	20%
Mr. Robinson(1)	82,500	50%	40%	10%
Mr. Hansen	73,900	55%	25%	20%
Mr. Rizzardi	60,500	55%	35%	10%

The Compensation Committee establishes corporate goals with the intent to balance current profitability with long-term stability of the Company and its future earnings potential. The 2017 corporate performance goals related to current year "profitability" included return on equity, return on assets and diluted earnings per share. The performance goals designed to maintain the long-term stability of the Company include "quality" and "control" components. The "quality" measures include loan portfolio quality measures (originated classified loans and other real estate owned, originated non-performing loans and originated other real estate owned, and net loan losses to average originated loans) and service quality measures (external service quality to customers and internal service quality of support departments and branches). The "control" measures include non-interest expense to revenues (efficiency ratio), the level of non-interest expenses, and internal audit results. By maintaining both current year "profitability" goals and longer-term "quality" and "control" goals, Management has a disincentive to maximize current earnings at the expense of longer-term results.

For 2017, the Compensation Committee expected nominal economic growth with an uncertain interest rate environment., As a result, the Committee reserved the ability to exercise a certain degree of judgment in adjusting target goals based on the resulting operating environment.

The Compensation Committee determined the 2017 operating environment was generally characterized as follows:

- Growth in the United States' economy increased slightly from the prior year, but growth was tempered;
- Inflation remained below targets established by the Federal Open Market Committee in spite of continuing monetary policy accommodation and improving employment conditions;
- The Federal Open Market Committee increased the federal funds rate on three occasions resulting in rising short-term interest rates; however, intermediate term interest rates did not begin to increase until late in the year;
- Throughout most of 2017, competitive interest rates on loans remained below the yields required for the Company to deliver satisfactory financial results throughout a full business cycle;
- Interest rates on investment securities remained relatively low compared to interest rates which would exist with moderated monetary policies and economic conditions;
- Real estate values in the Company's metropolitan geographies appeared to increase to levels above those which could be sustained by prevailing economic conditions; and
- Regulations imposed on banks continued to pressure compliance costs, revenue opportunities, and increased operational risks.

The Compensation Committee considered Management's response to the current operating environment including:

- Management maintained discipline in pricing loans for long-term financial results;
- Management consistently maintained conservative loan underwriting practices to appropriately manage the Company's exposure to credit risk;

[1] Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

- Management avoided higher-yielding longer-dated investment securities, maintaining an appropriately short duration bond portfolio to provide asset re-pricing opportunities in a rising interest rate environment;
- Management increased the value of the Company’s deposit base by increasing checking and savings deposits and reducing time deposits;
- Management reduced operating costs to offset market interest rate pressure on revenues;
- Management maintained high levels of customer service; and
- Management prudently managed capital enabling the Company to continue delivering increasing annual levels of dividends per share and position the Company for growth opportunities.

The Compensation Committee chose to make adjustments to actual results to take into account the impact of the operating environment. Adjusted actual results against “target” performance goals were:

	Performance “Target”	Adjusted Actual Results
Profitability Goals:		
Return on average shareholders’ equity	10.30%	10.29%
Return on average assets	1.09%	1.10%
Diluted earnings per share	$2.280	$2.285
Quality Goals:		
Classified originated loans and other real estate owned	$40 million	$18 million
Non-performing originated loans and other real estate owned	$11.0 million	$6.6 million
Net loan losses to average originated loans	0.15%	0.08%
Service quality	Improving	Improving
Control Goals:		
Non-interest expense to revenues (efficiency ratio)	51.0%	50.4%
Non-interest expenses	$99.0 million	$97.1 million
Below satisfactory internal audits	none	none

In reviewing the operating environment, Management’s response to the operating environment, and adjusted results compared to “target” performance goals, the Compensation Committee determined corporate performance to be 110.5% of target goals.

As described above, divisional and individual goals are used in conjunction with corporate performance goals to determine cash bonus awards.

In addition to daily management responsibilities, Mr. Payne’s individual goals included:

- Manage the Company to achievement of financial goals including return on equity, return on assets, and earnings per share;
- Maintain and improve credit quality in a manner prudent for the final stages of an economic expansion;
- Achieving budgeted deposit growth goals;
- Stabilizing loan volumes;
- Satisfactory regulatory examinations and external and internal audit results;
- Development of management succession plans;
- Monitoring the development of sub-divisional employees;
- Investor relations goals; and
- Pursue mergers and acquisitions.

Based on individual performance against these goals, the Committee exercised its discretion and assigned Mr. Payne a composite corporate and individual performance level of 61%.

In addition to routine on-going divisional responsibilities, Mr. Thorson managed the Finance Division toward functional goals, which included:

- Manage the level of earning assets to achieve desired financial results;
- Manage the investment securities portfolio in anticipation of rising interest rates: maximize yield while meeting duration objectives and maintaining high credit quality;
- Monitor market rates on depository products and meet low-cost funding objective;
- Manage the process of adopting new accounting standards;
- Manage the Trust Department toward achieving fee growth goals, maintaining satisfactory audit results, and achieving personnel development objectives;
- Provide management oversight to the Regulatory Compliance Department;
- Develop personnel to foster business continuity;
- Implement upgrades to functional operational systems;
- Managing operating units to deliver superior customer service; and
- Satisfactory regulatory examinations, external audits, and internal audits with all areas of responsibility.

Based on the Finance Division's results, the Committee determined divisional performance to be 116%.

In addition to daily management responsibilities, Mr. Thorson's individual goals included:

- Support cross-divisional regulatory compliance initiatives;
- Monitor federal tax reform legislation and implement the impact of enacted legislation on the Company's financial position and operating results, and other operational and administrative impacts;
- Solicit shareholder votes which support the Board of Directors proxy recommendations;
- Management of Bank and Company level capital positions; and
- Provide financial management support to potential merger and acquisitions activities.

Based on individual performance against these goals, the Committee determined Mr. Thorson's individual performance to be 138%. In considering all elements of performance, the Committee exercised its discretion and assigned Mr. Thorson a composite corporate, divisional and individual performance level of 146%.

In addition to routine on-going divisional responsibilities, Mr. Robinson(1) managed the Banking Division toward functional goals, which included:

- Achievement of deposit goals;

- Stabilization of Banking Division loan volumes;
- Achievement of Community Development loan objectives;
- Delivering superior customer service throughout the branching system; and
- Satisfactory branch audit results.

Based on the Banking Division's results, the Committee determined divisional performance to be 100%.

In addition to daily management responsibilities, Mr. Robinson's individual goals included:

- Regional sales management responsibilities;
- Coach and mentor subordinates to higher levels of performance;

(1) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

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- Outbound customer calling activities;
- Leadership in the career development initiatives; and
- Management of service quality standards within the Banking Division.

Based on individual performance against these goals, the Committee determined Mr. Robinson's individual performance to be 138%. In considering all elements of performance, the Committee exercised its discretion and assigned Mr. Robinson a composite corporate, divisional and individual performance level of 133%.

In addition to routine on-going divisional responsibilities, Mr. Hansen managed the Operations and Systems Division toward functional goals, which included:

- Maintain and improve customer service quality;
- Meet or exceed non-interest expense goals;
- Satisfactory risk management as measured by the results of internal, third-party and regulatory examinations;
- Installation of new and upgraded systems;
- Management and satisfactory completion of information technology projects; and
- Improvements in divisional compliance programs.

Based on the Operations and Systems Division's results, the Committee determined divisional performance to be 118%.

In addition to daily management responsibilities, Mr. Hansen's individual goals included:

- Managerial oversight of marketing and merchant processing services functions;
- Management of divisional internal controls and risks;
- Satisfactory audit results; and
- Meeting staff development objectives to position the Company for internal growth.

Based on individual performance against these goals, the Committee determined Mr. Hansen's individual performance to be 138%. As a result, Mr. Hansen's composite corporate, divisional and individual performance level was 118%.

In addition to routine on-going divisional responsibilities, Mr. Rizzardi managed the Credit Division toward functional goals, which included:

- Maintain loan underwriting standards to ensure stable to improving credit quality;
- Maintain credit quality as measured by net loan charge-offs, levels of non-performing loans and other real estate owned, and delinquent loans;
- Manage staff to production objectives in commercial loan underwriting offices;

- Meet divisional compliance responsibilities;
- Delivery of superior customer service; and
- Satisfactory internal audit, loan review and regulatory examination results.

Based on the Credit Division’s results, the Committee determined divisional performance to be 108%.

In addition to daily management responsibilities, Mr. Rizzardi’s individual goals included:

- Progress in meeting staff development initiatives; and
- Manage divisional compliance projects.

Based on individual performance against these goals, the Committee determined Mr. Rizzardi’s individual

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performance to be 97%. As a result, Mr. Rizzardi's composite corporate, divisional and individual performance level was 108%.

Based on the above described performance against objectives, the Committee determined cash incentive awards as follows:

	"Target" Cash Incentive	X	Composite Corporate Divisional and Individual Performance Level		=	Cash Incentive Award
Mr. Payne	$371,000		61	%		$225,000
Mr. Thorson	107,200		146	%		156,200
Mr. Robinson(1)	82,500		133	%		109,900
Mr. Hansen	73,900		118	%		86,900
Mr. Rizzardi	60,500		108	%		65,400

The size of stock grants is determined by corporate performance using stated formulas. The formulas used to determine "target" NQSO and RPS grant sizes adjust for changes in the underlying value of one share of Westamerica Bancorporation common stock. For achievement of corporate performance in 2017, the following stock grants were awarded in January 2018:

	"Target" Nonqualified Stock Option Grant	X	Corporate Performance Level		=	Nonqualified Stock Option Award
Mr. Payne	–		110.5	%		–
Mr. Thorson	19,095		110.5	%		21,100
Mr. Robinson(2)	–		110.5	%		–
Mr. Hansen	17,285		110.5	%		19,100
Mr. Rizzardi	15,385		110.5	%		17,000

	"Target" RPS Grant	X	Corporate Performance Level		=	RPS Award
Mr. Payne	–		110.5	%		–
Mr. Thorson	1,801		110.5	%		1,990
Mr. Robinson(3)	–		110.5	%		–
Mr. Hansen	1,620		110.5	%		1,790
Mr. Rizzardi	1,457		110.5	%		1,610

RPS awards vest three years following the grant date, only if certain corporate performance objectives are achieved over the three-year period. In January 2018, the Compensation Committee evaluated whether the three year corporate performance objectives were met for RPS awards granted in January 2015. The performance objectives for the RPS granted in January 2015 included:

- 3 year cumulative diluted earnings per share (EPS);

(1) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

(2) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018. As such, no NQSO were granted to Mr. Robinson.

(3) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018. As such, no RPS were granted to Mr. Robinson.

- 3 year average of annual return on average total assets (ROA);
- 3 year average of annual return on average shareholders' equity relative to industry average ROE (ROE differential);
- Ending originated non-performing assets to total originated assets (NPA); and
- Efficiency ratio over three years.

The RPS would vest if any one of the following performance results were achieved:

- 4 of 5 objectives reaching "threshold" performance level;
- 3 of 5 objectives reaching "target" performance level; or
- 2 of 5 objectives reaching "outstanding" performance level.

The goals and achieved results were:

	Threshold	Target	Outstanding	Result
EPS	$ 6.75	$6.85	$ 6.95	Target
ROA	1.10 %	1.14 %	1.18 %	Threshold
ROE differential	1.00 %	1.50 %	2.30 %	Target
NPA	0.50 %	0.35 %	0.25 %	Outstanding
Efficiency Ratio	56.00 %	55.00%	53.00 %	Outstanding

With five of the goals achieving the "threshold" performance level or better, the Compensation Committee determined the RPS shares awarded in 2015 vested upon achievement of three year goals.

Nonqualified Deferred Compensation Programs

The Company maintains nonqualified deferred compensation programs to provide senior and mid-level executives the ability to defer compensation in excess of the annual limits imposed on the Company's ESOP plan. The Company believes these tax deferral programs enhance loyalty and motivate retention of executives. These programs allow executives to defer cash pay and RPS shares upon vesting. The programs also allow Directors to defer Director fees.

- Cash pay deferred in the program accumulates in accounts in the names of the participating Directors and executives. The Company credits the balance of these accounts with interest using an interest rate that approximates the crediting rate on corporate-owned life insurance policies, under which Directors and executives are the named insured. Deferrals and interest credits represent general obligations of the Company.
- The common stock the Company issues to executives upon the vesting of RPS grants may be deferred into the program and deposited into a "Rabbi Trust." Since these shares are outstanding shares of the Company's common stock, the Company pays dividends on these shares at the same rate paid to all shareholders. The shares held in the "Rabbi Trust" are subject to claims by the Company's creditors.

Employment Contracts

None of the executives named in the accompanying tables have employment contracts with the Company.

Compensation in the Event of a Change in Control

The banking industry has significant merger and acquisition activity. To promote retention of senior executives, unvested NQSO and RPS grants contain a “change in control” provision, which trigger full vesting upon a change in control. The Compensation Committee determined these provisions were appropriate in order to retain executives to continue managing the Company after any “change in control” was announced through its ultimate consummation. Since none of the named executive officers have entered employment contracts with the Company, they serve in an "at-will" capacity and could terminate their employment at any time. The Compensation Committee felt it would be in the best interests of shareholders to have a retention mechanism in place to provide continuity of management during a "change in control" process. Further, the Committee expects the named executive officers would be terminated by an acquiring institution rather than retained in a similar functional capacity.

The Company also maintains a Severance Payment Plan covering all employees to promote employee retention. The Severance Payment Plan provides salary continuation benefits for employees in the event of a "change in control." The amount of salary continuation benefits is based on years of service and corporate title, but in no event exceed the equivalent of one times annual salary. All named executive officers are eligible for one year's salary under the plan.

Other

Internal Revenue Code ("IRC") Section 162(m) places a limit on the amount of compensation that may be deducted by the Company in any year with respect to certain of the Company's highest-paid executives. Prior to enactment of the Tax Cuts and Jobs Act of 2017 (the "Act"), certain "performance-based compensation" was not counted toward this limit. The Act eliminated the "performance-based compensation" exemption. The Company intends generally to qualify compensation paid to executive officers for deductibility under the IRC but reserves the right to pay compensation that is not deductible.

Employee Benefits Compensation Committee Report

We, the Compensation Committee of the Board of Directors of the Company, have reviewed and discussed the Compensation Discussion and Analysis with Management. Based on that review and discussion, we have recommended to the Board of Directors inclusion of the Compensation Discussion and Analysis in this Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Submitted by the Employee Benefits and Compensation Committee

Patrick D. Lynch, Chairman

Etta Allen

Arthur C. Latno, Jr.

Ronald A. Nelson

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a current or former officer or employee of the Company or any of its subsidiaries, or entered into (or agreed to enter into) any transaction or series of transactions with the Company or any of its subsidiaries with a value in excess of $120,000. None of the executive officers of the Company has served on the Board of Directors or on the Compensation Committee of any other entity, where one of that entity's executive officers served either on the Board of Directors or on the Compensation Committee of the Company.

Summary Compensation

The following table sets forth summary compensation information for the chief executive officer, chief financial officer and each of the other three most highly compensated executive officers for the fiscal years ending December 31, 2017, 2016, and 2015. These persons are referred to as named executive officers elsewhere in this Proxy Statement.

Summary Compensation Table For Fiscal Year 2017

Name / Position	Year	Salary	Stock Awards[1]	Option Awards[2]	Non-Stock Incentive Plan Compensation[3]	Change in Pension Value and Nonqualified Deferred Compensation Earnings[4]	All Other Compensation[5]	TOTAL
David L. Payne	2017	$371,000	$-	$-	$ 225,000	$ -	$ 19,031	$615,031
Chairman,	2016	371,000	-	-	225,000	-	19,535	615,535
President & CEO	2015	371,000	-	-	225,000	-	19,557	615,557
John "Robert" A. Thorson	2017	149,000	122,932	179,459	156,200	36,594	27,366	671,551
SVP & Chief	2016	149,000	124,027	164,175	150,200	42,431	28,749	658,582
Financial Officer	2015	149,000	124,669	144,144	141,600	38,786	27,788	625,987
David L. Robinson[6]	2017	150,000	124,075	180,286	109,900	30,526	20,235	615,022
SVP/Banking Division	2016	150,000	124,450	164,772	109,800	36,094	18,491	603,607
Manager	2015	150,000	125,523	145,236	110,000	33,782	16,027	580,568
Dennis R. Hansen	2017	130,008	110,924	160,438	86,900	23,579	36,610	548,459
SVP/Operations & Systems	2016	130,008	111,751	147,459	86,700	28,092	37,854	541,864
Division Manager	2015	130,008	112,288	129,948	85,200	26,485	33,140	517,069
Russell W. Rizzardi[7]	2017	120,960	100,061	144,725	65,400	-	7,491	438,637
SVP/Credit Administrator	2016	120,960	100,322	133,131	62,300	-	7,695	424,408
	2015	120,960	101,187	116,844	67,000	-	7,466	413,457

[1] Stock Awards represent RPS shares as described in the Compensation Discussion & Analysis. The amounts shown represent the aggregate grant date fair market value.

[2] Option awards represent Nonqualified Stock Options as described in the Compensation Discussion & Analysis. The amounts shown represent the aggregate grant date fair market value.

(3) The amounts shown are non-equity incentive compensation only. No interest or other form of earnings was paid on the compensation.

(4) The amounts include interest paid on deferred cash compensation to the extent the interest exceeds 120% of the long-term Applicable Federal Rates with compounding. The Company has no defined benefit pension plan. Mr. Payne has a pension agreement, which is discussed under “Pension Benefits for Fiscal Year 2017.”

(5) Each of the above-named executive officers received less than $10,000 of aggregate perquisites and personal benefits, except for Mr. Hansen who received a car allowance of $12,000. All other compensation includes Company contributions to defined contribution plans (ESOP and Deferred Profit Sharing), and amounts added to taxable wages using IRS tables for the cost of providing group term life insurance coverage that is more than the cost of $50,000 of coverage. It also includes the dollar value of the benefit to Mr. Payne for the portion of the premium payable by the Company with respect to a split dollar life insurance policy (projected on an actuarial basis), and a bonus paid to Mr. Payne in the amount of his portion of the split dollar life insurance premium.

(6) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

(7) Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Based on the compensation disclosed in the Summary Compensation Table, approximately 32% of total compensation comes from base salaries. See Compensation Discussion and Analysis for more details.

Pay Ratio Disclosure

In August 2015 pursuant to a mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Securities and Exchange Commission adopted a rule requiring annual disclosure of the ratio of the median employee’s annual total compensation to the total annual compensation of the principal executive officer (“PEO”). The Company’s PEO is Mr. Payne.

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Median Employee total annual compensation	$38,387
Mr. Payne total annual compensation	$615,031
Ratio of PEO to Median Employee Compensation	16.0:1.0

In determining the median employee total annual compensation, the Company prepared a census of all employees as of December 31, 2017, who were employed for the full 2017 calendar year. For simplicity, the value of benefits provided by the Company's qualified retirement plans and welfare benefit plans were excluded from the determination of total annual compensation as all employees are offered the same benefit programs.

Grants of Plan-Based Awards Table For Fiscal Year 2017

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock	All Other Stock Awards: Number of Securities Underlying	Exercise or Base Price of Option Awards	Grant Date
Name	Grant Date	Threshold	Target	Maximum	or Units[1]	Options[2]	($/Share)[2]	Fair Value[3]
David L. Payne	1/26/17	$ -	$ 371,000	$ 556,500	-	-	$ -	$ -
	1/26/17	-	-	-	-	-	-	-
	1/26/17	-	-	-	-	-	57.18	-
John "Robert" A. Thorson	1/26/17	-	107,200	160,800	-	-	-	-
	1/26/17	-	-	-	2,150	-	-	122,932
	1/26/17	-	-	-	-	21,700	57.18	179,459
David L. Robinson[4]	1/26/17	-	82,500	123,750	-	-	-	-
	1/26/17	-	-	-	2,170	-	-	124,075
	1/26/17	-	-	-	-	21,800	57.18	180,286
Dennis R. Hansen	1/26/17	-	73,900	110,850	-	-	-	-
	1/26/17	-	-	-	1,940	-	-	110,924
	1/26/17	-	-	-	-	19,400	57.18	160,438
Russell W. Rizzardi[5]	1/26/17	-	60,500	90,750	-	-	-	-
	1/26/17	-	-	-	1,750	-	-	100,061
	1/26/17	-	-	-	-	17,500	57.18	144,725

[1] Includes RPS grants. There is no dollar amount of consideration paid by any executive officer on the grant or vesting date of an award.

The material terms of the RPS grants are as follows:

• The performance and vesting period is three years;

• Multiple performance goals are established by the Compensation Committee for each grant;

• The Compensation Committee may revise the goals upon significant events;

• Three-year performance criteria are limited to those provided in the 2012 Amended Plan, as described on page 16;

• Accelerated vesting occurs upon a "change in control" as defined in the 2012 Amended Plan as described on page 25 of this Proxy statement; and

• No dividends are paid or accrued prior to settlement or deferral delivery of shares which takes place approximately two months after vesting.

(2) Includes NQSO grants with an exercise price of not less than 100% of fair market value as of the date of grant.

The material terms of the NQSO's listed in the table are as follows:

• Options vest ratably over three years beginning one year from date of grant;

• Options expire 10 years following grant date;

• Exercise price is 100% of fair market value as defined in the 2012 Amended Plan;

• Dividends are not paid on unexercised options;

• Vesting ceases upon termination of employment, whatever the reason, except if vesting is accelerated as described below;

• Vested options may be exercised within 90 days of termination of employment and within one year upon death or disability; and

• Accelerated vesting occurs upon a "change in control" as defined in the 2012 Amended Plan as described on page 25 of this Proxy statement.

(3) The amounts shown for NQSOs and RPS awards represent the aggregate grant date fair market value.

(4) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

(5) Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Outstanding Equity Awards Table at Fiscal Year End 2017

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable[(1)]	Number of Securities Underlying Unexercised Options (#) Unexercisable[(1)]	Option Exercise Price ($)[(1)]	Option Expiration Date[(1)]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)[(2)]	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) valued at 12/31/17[(2)]
David L. Payne	-	-	$ -	-	-	$ -
John "Robert" A. Thorson	-	8,800	42.695	1/22/2025		
	-	18,333	42.330	1/28/2026		
	-	21,700	57.178	1/26/2027	8,000	476,400
David L. Robinson[(3)]	-	8,867	42.695	1/22/2025		
	-	18,400	42.330	1/28/2026		
	-	21,800	57.178	1/26/2027	8,050	479,378
Dennis R. Hansen	15,867	7,933	42.695	1/22/2025		
	8,234	16,466	42.330	1/28/2026		
	-	19,400	57.178	1/26/2027	7,210	429,356
Russell W. Rizzardi[(4)]	-	7,133	42.695	1/22/2025		
	-	14,866	42.330	1/28/2026		
	-	17,500	57.178	1/26/2027	6,490	386,480

[(1)] Option Awards vest ratably over three years beginning one year from date of grant. Options expiring in 2025 fully vested in January 2018. Options expiring in 2026 fully vest in January 2019. Options expiring in 2027 fully vest in

January 2020.

(2) RPS shares fully vest three years from date of grant if performance goals are met. RPS grants vest as follows: Messrs. Thorson - 2,920 shares vested in January 2018, 2,930 shares vest in January 2019, and 2,150 vest in January 2020; Hansen - 2,630 shares vested in January 2018, 2,640 shares vest in January 2019, and 1,940 shares vest in January 2020; and Rizzardi - 2,370 shares vested in January 2018, 2,370 shares vest in January 2019, and 1,750 shares vest in January 2020. As described on page 31 of this Proxy statement, vesting can occur on a pro-rated basis for employees separating from service due to retirement. Accordingly, Mr. Robinson's RPS grants vest as follows: 5,624 shares vested in January 2018 and 2,426 shares were forfeited in January 2018.

(3) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

(4) Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Option Exercises And Stock Vested Table For Fiscal Year 2017

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise($)	Number of Shares Acquired on Vesting	Value Realized on Vesting($)[1]
David L. Payne	-	$ -	-	$ -
John "Robert" A. Thorson	81,767	515,129	2,300	129,985
David L. Robinson[2]	82,366	513,719	2,320	131,115
Dennis R. Hansen	159,512	1,350,743	2,080	117,551
Russell W. Rizzardi[3]	20,500	277,778	1,870	105,683

(1) Amounts represent value upon vesting of RPS shares.

(2) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

(3) Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Pension Benefits For Fiscal Year 2017

Name	Plan Name	Present Value of Accumulated Benefit	Payments during Last Fiscal Year
David L. Payne	Non-Qualified Pension Agreement	$4,861,948	$511,950

During 1997, the Company entered into a nonqualified pension agreement with Mr. Payne in consideration of Mr. Payne's agreement that RPS awards granted in 1995, 1996 and 1997 would be cancelled. In January 2000, the Compensation Committee, based on the Company's achievement of certain performance goals which had first been established for Mr. Payne's 1995, 1996 and 1997 RPS awards, determined Mr. Payne's annual pension would be $511,950. The pension commenced in 2010 and will be paid to Mr. Payne for 20 years.

The discount rate used to determine the present value is 3.99%. The obligation is an unfunded general obligation of the Company.

Nonqualified Deferred Compensation Table For Fiscal Year 2017

Name	Executive Contributions in Last Fiscal Year[1]	Aggregate Earnings in Last Fiscal Year[2]	Aggregate Withdrawls/ Distributions[3]	Aggregate Balance at Last Fiscal Year End[4]
David L. Payne	$ -	$ -	$ -	$ -
John "Robert" A. Thorson	50,000	97,324	-	2,001,836
David L. Robinson[5]	12,000	46,544	(30,050)	2,812,454
Dennis R. Hansen	-	35,959	(23,205)	2,167,268
Russell W. Rizzardi	-	-	-	-

[1] No RPS shares were deferred upon vesting in 2017. Non-equity incentive plan compensation deferred in 2017 was earned in 2016 and disclosed as compensation in the Summary Compensation Table for 2016 and is therefore excluded from the Summary Compensation Table for Fiscal Year 2017.

[2] Includes change in value of deferred RPS shares, dividends earned on deferred RPS shares, and interest earned on deferred cash compensation. The amounts included in the Summary Compensation Table for Fiscal Year 2017 on page 27 are as follows: Messrs. Thorson - $42,431; Robinson - $36,094; Hansen - $28,092.

(3) Includes dividends paid on deferred RPS shares.

(4) Aggregate balance of deferred compensation reported as compensation prior to 2017 is as follows: Messrs. Thorson - $1,854,512; Robinson - $2,783,960; Hansen - $2,154,514.

(5) Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

Under the Westamerica Bancorporation and Subsidiaries Deferred Compensation Plan (the "Deferred Compensation Plan"), Directors and Officers may defer up to 100% of their Director's compensation, salary and/or non-equity incentive compensation (cash bonus) into a non-qualified, unfunded deferred compensation program. The interest rate paid during 2017 was 5.0%. The interest rate may be changed annually. Interest is compounded semi-monthly. Participants choose in advance from the following distribution commencement dates: termination of employment, January 1 following termination of employment, or a specific date at least five years from date of deferral. Payment is made in a lump sum unless the participant chooses a four year, five year or ten year annual installment.

Under the Westamerica Bancorporation Deferral Plan, 100% of vested RPS grants may be deferred. Dividends paid on such issued and outstanding shares are paid in cash to the deferral participants, and are paid at the same rate as is paid to all other shareholders. The distribution of deferred RPS shares occurs at least two years after deferral, one month following termination, or the January 1 immediately following termination as elected by the participant at the time of deferral. If the participant is one of the named executive officers, benefit distributions that are made upon termination of employment may not start earlier than six months after the date of termination.

Potential Payments Upon Termination or Change in Control

Payments to be made to the named executive officers in the event of termination of employment or change in control are described below.

Termination

Vested NQSOs may be exercised within 90 days of termination and within one year of death or disability. RPS shares vest if the Compensation Committee determines performance goals are met. Terminated employees will receive vested RPS shares if the settlement date of the RPS grant occurs within 90 days of termination. Employees separating from service due to death, disability or retirement are eligible to receive a pro rata portion of granted RPS shares if the Compensation Committee determines that the performance goals are likely to be met for the grant period. The pro rata basis is determined by the number of full years of the vesting period completed before date of death, disability or retirement.

Deferred compensation account balances are distributed on January 1 following termination, or a specific date at least five years from the date of deferral in the form of annual payments over four years. Payment may also be made in a lump sum or in annual payments for five or 10 years as elected by the participant at the time of deferral. If the participant is one of the named executive officers, benefit distributions that are made upon termination of employment may not start earlier than six months after the date of termination.

Change in Control

A change in control is defined under the 2012 Amended Plan as shareholder approval of a dissolution or liquidation of the Company or a sale of substantially all of the Company’s assets to another company, or a tender offer for 5% or more of the Company’s outstanding common stock or a merger in which the Company’s shareholders before the merger hold less than 50% of the voting power of the surviving company after the merger.

In the event of a change in control, unvested NQSOs and RPS shares immediately vest. The value of in-the-money options and RPS shares subject to accelerated vesting for each of the named executive officers is as follows: Messrs. Payne: $0; Thorson: $991,902; Robinson[(1)]: $997,399; Hansen: $892,637; and Rizzardi[(2)] $804,217. The value is computed by multiplying the difference between the market value on December 29, 2017, the last business day of 2017, and the exercise price of each option by the number of shares subject to accelerated vesting.

Under the Company's Severance Payment Plan, executive officers receive six week's pay for every year or partial year of service up to one year's base salary (see Summary Compensation Table for Fiscal Year 2017 for annual base salary for all named executive officers). All named executive officers have met the service requirement for one year's base salary. Severance pay is paid in a lump sum or on a semi-monthly basis at the discretion of the Company. The Severance Payment Plan is subject to Section 409A of the Internal Revenue Code.

[(1)] Mr. Robinson retired from the position of Banking Division Manager of Westamerica Bank effective January 31, 2018.

[(2)] Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Certain Relationships and Related Party Transactions

In accordance with the Audit Committee Charter, the Audit Committee is responsible for reviewing and approving or disapproving all related party transactions required to be disclosed by Item 404 of Regulation S-K for potential conflicts of interest. The Company is also required by NASDAQ Rule 5250(b)(3) to disclose all agreements and arrangements between any director or nominee for director, and any person or entity other than the Company (the "Third Party"), relating to compensation or other payment in connection with such person's candidacy or service as a director of the Company. The Company is not aware of any such agreements. Additionally, the Company's Code of Conduct and Ethics provides rules that restrict transactions with affiliated persons.

Certain of the Directors, executive officers and their associates have had banking transactions with subsidiaries of the Company in the ordinary course of business. With the exception of the Company's Employee Loan Program, all outstanding loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons not related to the Company, did not involve more than a normal risk of collectability, and did not present other favorable features. As part of the Employee Loan Program, all employees, including executive officers, are eligible to receive mortgage loans with interest rates one percent (1%) below Westamerica Bank's prevailing interest rate at the time of loan origination. Westamerica Bank makes all loans to executive officers under the Employee Loan Program in compliance with the applicable restrictions of Section 22(h) of the Federal Reserve Act. Messrs. Payne, Thorson, and Hansen have mortgage loans through this Program. The largest aggregate amount of principal during 2017 was $384,877, $267,611, and $214,079, respectively. The principal amount outstanding at December 31, 2017 was $367,495, $254,253, and $0, respectively. The amount of principal paid during 2017 was $17,382, $13,358, and $214,079, respectively. The amount of interest paid during 2017 was $8,825, $6,215, and $825, respectively. The rate of interest payable on the loans is 2.875%, 3.125%, and 0%, respectively.

PROPOSAL 2 – APPROVE A NON-BINDING ADVISORY VOTE ON THE COMPEN-SATION OF OUR NAMED EXECUTIVE OFFICERS

Background

The 2010 Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") requires that shareholders cast a non-binding advisory vote on the executive compensation paid to the executive officers listed in the Summary Compensation Table (a so-called "say on pay" vote) as well as an advisory vote with respect to whether future say on pay votes will be held every one, two or three years. The result of the shareholder vote on the proposal to determine the frequency of future say on pay proposals was that shareholders should review executive compensation annually. Therefore, Proposal 2 requests that shareholders again approve the compensation paid to our named executive officers. Last year 99% of the shares voting on this proposal voted to support our Corporation's executive compensation strategy. The proposal to determine how often the say on pay proposal should be voted on by shareholders will again be brought to a shareholder vote in 2022.

We believe that our compensation policies and procedures are centered on a pay-for-performance culture and are strongly aligned with the long-term interests of our shareholders. Our incentive compensation plan provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, and restricted performance shares. The Summary Compensation Table shows very stable base salaries indicative of our greater emphasis on performance-based stock and non-stock awards. Our stock and option awards are based on a minimum achievement of meeting the “threshold” level for each pre-established objective. Both awards have a three-year vesting period. Our annual incentive plan incorporates at least four financial and/or strategic

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performance metrics in order to properly balance risk with the incentives to drive our key annual financial and/or strategic initiatives; in addition, the annual incentive program incorporates a 150% maximum payout to further manage risk and the possibility of excessive payments.

In 2003, shareholders approved the Company's 2003 Amended Plan to include the following changes:

- Disallowing re-pricing stock options for poor stock performance;
- Limiting the number of shares that may be awarded; and
- Requiring the Compensation Committee to meet the definition of independence to enable any award intended to qualify as "performance-based compensation" to meet Section 162(m) of the Internal Revenue Code.

In 2009, shareholders re-approved the performance criteria for performance-based awards under the 2003 Amended Plan.

In 2012, shareholders approved the Company's 2012 Amended and Restated Stock Option Plan of 1995. The 2012 Amended Plan includes the following changes:

- Reduced the number of shares available for future issuance from 4,307,593 to 1,500,000 (plus shares that become available if awards under prior plans expire unexercised or are cancelled, forfeited or terminated before being exercised; and
- Extended the term of the 2012 Amended Plan to April 26, 2022 from April 24, 2013.

Vote Required

The "say on pay" proposal gives you as a shareholder the opportunity to endorse or not endorse our executive pay program through the following resolution:

"Resolved, that the shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the compensation discussion and analysis, the compensation tables and any related footnotes and narratives in the Company's proxy statement for the Annual Meeting of Shareholders."

Because your vote is advisory, it will not be binding on the Board or create or imply any additional fiduciary duty by the Board. However, the Compensation Committee may take into account the outcome of the vote when considering future executive compensation arrangements.

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 PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION

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PROPOSAL 3 – RATIFY SELECTION OF INDEPENDENT AUDITOR

Ratify Selection of Independent Auditor

Action by the shareholders is not required by law in the appointment of independent auditors, but their appointment is submitted by the Audit Committee and the Board of Directors in order to give the shareholders an opportunity to present their views. If the proposal is approved, the Audit Committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders. If the proposal to ratify the selection of Crowe Horwath LLP as the Company's independent auditors is rejected by the shareholders, then the Audit Committee will reconsider its choice of independent auditors. A representative of Crowe Horwath LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Audit Fees

The aggregate fees billed to the Company by Crowe Horwath LLP with respect to services performed for fiscal 2017 and 2016 are as follows:

	2017	2016
Audit Fees(1)	$510,000	$510,000
Audit related fees(2)	35,210	34,450
Tax fees(3)	40,200	39,000
All other fees	-	-
Total	$585,410	$583,450

(1) Audit fees consisted of fees billed by Crowe Horwath LLP for professional services rendered for the audit of the Company's consolidated financial statements, reviews of the consolidated financial statements included in the Company's quarterly reports on Form 10-Q, and the audit of the Company's internal controls over financial reporting. The audit fees also relate to services such as consents and audits of mortgage banking subsidiaries.

(2) Audit-related fees consisted of fees billed by Crowe Horwath LLP for audits of certain employee benefits plans.

(3) Tax fees consisted of fees billed by Crowe Horwath LLP for the compilation and review of the Company's tax returns.

Preapproval Policies and Procedures

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of any public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Any accounting firm appointed by the Company reports directly to the Audit Committee.

The Audit Committee must preapprove all auditing services and permitted non-audit services by its independent auditors and the fees to be paid by the Company for these services, except for those fees qualifying for the "de minimis exception" which provides that the preapproval requirement for certain non-audit services may be waived if certain express standards and requirements are satisfied prior to completion of the audit under certain conditions. This exception requires that the aggregate amount of all such services provided constitutes no more than five percent of the total amount of revenue paid to the audit firm by the Company during the fiscal year in which the services are provided. This exception also requires that at the time of the engagement, the Company did not recognize such services to be non-audit services, and such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee. During fiscal year 2017, there were no non-audit services that were provided using this exception.

The Audit Committee may delegate to one or more members of the Audit Committee the authority to grant preapprovals of non-audit services and fees. In such event, the decisions of the member or members of the Committee regarding preapprovals are presented to the full Audit Committee at its next meeting. The Audit Committee preapproved 100% of all services performed on behalf of the Company by Crowe Horwath LLP during fiscal year 2017.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE SELECTION OF CROWE HORWATH LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

AUDIT COMMITTEE REPORT

The material in this report is not soliciting material and is not deemed filed with the SEC. It is not incorporated by reference in any of the Company’s filings under the Securities Act of 1933 or the Exchange Act, whether made in the past or in the future even if any of those filings contain any general incorporation language.

The Audit Committee is composed of four Directors who are neither officers nor employees of the Company, and who meet the NASDAQ independence requirements for Audit Committee members. The Audit Committee selects, appoints and retains the Company’s independent auditors and is responsible for their compensation and oversight.

In performing its functions, the Audit Committee acts only in an oversight capacity and necessarily relies on the work and assurances of the Company’s management, which has the primary responsibility for financial statements and reports, and of the independent auditors. The auditors express an opinion on the conformity of the Company’s annual financial statements to United States generally accepted accounting principles and on internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited consolidated financial statements for the fiscal year 2017 and discussed them with Management and with Crowe Horwath, LLP, the Corporation’s independent registered public accountants.

Management represented to the Audit Committee that the Company’s consolidated financial statements were prepared in accordance with generally accepted accounting principles. Management also represented that it performed an assessment of the effectiveness of internal control over financial reporting as of December 31, 2017, and that internal control over financial reporting was effective. The independent auditor discussed with the Audit Committee matters required to be discussed by Auditing Standard of the Public Accounting Oversight Board (PCAOB), including certain matters related to the conduct of an audit and to obtain certain information from the Audit Committee relevant to the audit.

The auditors also provided to the Audit Committee the written disclosures and the letter from the independent auditors required by PCAOB standards. The Audit Committee discussed with auditors the firm's independence.

Based on the Audit Committee's discussion with Management and the independent auditors, the Audit Committee's review of the representations of Management and the Report of the Independent Auditors to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for filing with the SEC.

Submitted by the Audit Committee

Ronald A. Nelson, Chairman

Louis E. Bartolini

E. Joseph Bowler

Catherine C. MacMillan

SHAREHOLDER PROPOSAL GUIDELINES

To be considered for inclusion in the Company's Proxy Statement and form of proxy for next year's Annual Meeting, shareholder proposals must be delivered to the Corporate Secretary, Westamerica Bancorporation A-2M, P.O. Box 1200, Suisun City, CA 94585, no later than 5:00 p.m. on November 12, 2018. However, if the date of next year's Annual Meeting is changed by more than 30 days from the date of this year's meeting, the notice must be received by the Corporate Secretary a reasonable time before we begin to produce and distribute our Proxy Statement. All such proposals must meet the requirements of Rule 14a-8 under the Exchange Act.

In order for business, other than a shareholder proposal submitted for the Company's Proxy Statement, to be properly brought before next year's Annual Meeting by a shareholder, the shareholder must give timely written notice to the Corporate Secretary. To be timely, written notice must be received by the Corporate Secretary at least 45 days before the anniversary of the day our Proxy Statement was mailed to shareholders in connection with the previous year's Annual Meeting or January 25, 2019, for the 2019 Annual Meeting. If the date of the Annual Meeting is changed by more than 30 days, the deadline is a reasonable time before we begin to produce and distribute our Proxy Statement. A shareholder's notice must set forth a brief description of the proposed business, the name and residence address of the shareholder, the number of shares of the Company's common stock that the shareholder owns and any material interest the shareholder has in the proposed business. The Company will have discretionary voting authority with respect to any non-Rule 14a-8 proposals for the next annual shareholders meeting that are not received by January 25, 2019.

Westamerica reserves the right to reject, to rule out of order, or to take other appropriate action with respect to any proposal that does not comply with these and other applicable legal requirements.

SHAREHOLDER COMMUNICATION TO BOARD OF DIRECTORS

Shareholders and other interested parties who wish to communicate with the Board may do so by writing to: Kris Irvine, VP/Corporate Secretary, Westamerica Bancorporation A-2M, P.O. Box 1200, Suisun City, CA 94585. The Directors have established procedures for the handling of communications from shareholders and other interested parties and have directed the Corporate Secretary to act as their agent in processing any communications received. All communications that relate to matters that are within the responsibility of one of the Board Committees are to be forwarded to the Chair of the appropriate Committee. Communications that relate to ordinary business matters that are not within the scope of the Board's responsibilities, such as customer complaints, are to be sent to Management. Solicitations, junk mail and obviously frivolous or inappropriate communications are not to be forwarded, but will be made available to any Director who wishes to review them.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented at the Annual Meeting other than those specifically referred to in this Proxy Statement. If any other matters should properly come before the meeting or any postponement or adjournment of the meeting, the persons named in the enclosed proxy intend to vote thereon in accordance with their best business judgment. If a nominee for Director becomes unavailable to serve as a Director, the Proxies will vote for any substitute nominated by the Board of Directors.

The Company will pay the cost of proxy solicitation. The Company has retained the services of Georgeson to assist in the proxy distribution at a cost not to exceed $2,000 plus reasonable out-of-pocket expenses. The Company will reimburse banks, brokers and others holding stock in their names or names of nominees or otherwise, for reasonable out-of-pocket expenses incurred in sending proxies and proxy materials to the holders of such stock.

BY ORDER OF THE BOARD OF DIRECTORS

Kris Irvine

VP/Corporate Secretary

March 12, 2018

Fairfield, California

EXHIBIT A

Westamerica Bancorporation

Audit Committee Charter – Updated and Reaffirmed January 24, 2018

The Audit Committee is appointed by the Board to assist the Board in monitoring (1) the integrity of Westamerica Bancorporation's ("Company") financial statements, (2) the compliance by the Company with legal and regulatory requirements, (3) the independence, qualifications and performance of the Company's registered public accounting firms ("independent auditor" or "independent auditors") preparing or issuing an audit report or performing other audit, review or attest services for the Company, (4) the Company's Internal Audit and control function, and (5) the Company's Loan Review function. The Audit Committee shall prepare the report that the Securities and Exchange Commission ("SEC") rules require be included in the Company's annual proxy statement.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor.

The function of the Audit Committee is oversight. Management is responsible for the preparation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting policies and an appropriate internal control environment. Subject to appointment, review and oversight by the Audit Committee, the independent auditor is responsible for planning and conducting a proper audit of the Company's internal control environment and of its annual financial statements, reviewing the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures.

The members of the Audit Committee shall meet the independence requirements of the Nasdaq Stock Market ("Nasdaq") and the rules and regulations of the SEC. No member shall be an affiliated person (as defined in relevant SEC or Nasdaq rules) of the Company or any of its subsidiaries or have participated at any time in the preparation of financial statements of the Company or any current subsidiary during the prior three years, and each member shall be free of any relationship that would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a member of the Audit Committee. The Audit Committee shall include members with banking or related financial management expertise who are able to read and understand fundamental financial statements, including the Company's balance sheet, statement of income and comprehensive income, statement of changes in shareholders' equity and statement of cash flows and at least one member must have the additional financial sophistication as required by and as defined in Nasdaq rules.

The Committee shall be subject to the provisions of the Company's bylaws relating to committees of the Board, including those provisions relating to removing committee members and filling vacancies. The members of the Audit Committee and its Chairman shall be appointed and may be removed by the Board on its own initiative or at the recommendation of the Nominating Committee. The Audit Committee shall have no fewer than three members. If not designated by the Board, the Audit Committee may designate a member as its Chair.

The Audit Committee, in its capacity as a committee of the Board, shall be directly responsible for the appointment, compensation, retention, termination and oversight of the work of any independent auditors, and each independent auditor must report directly to the Audit Committee. The Audit Committee, or its designee, will sign the independent auditor engagement letter. The Audit Committee shall be directly responsible for the resolution of disagreements between management and the independent auditor regarding financial reporting.

The Audit Committee shall have the authority to retain independent legal, accounting or other advisors as it deems necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, compensation to any advisors employed by the Audit Committee, and ordinary administrative expenses that the Audit Committee deems to be necessary or appropriate in carrying out its duties.

The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee.

The Audit Committee shall pre-approve all auditing services and permitted non-audit services and fees to be paid for such services to be performed for the Company by its independent auditor, subject to the limited de minimis exceptions for non-audit services described in Section 10A of the Securities Exchange Act of 1934, provided that compliance with the limitations and procedural requirements of Section 10A is fulfilled. The Audit Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals of non-audit services and fees. Any such pre-approval shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall make regular reports to the Board.

The Audit Committee shall have the authority to conduct investigations that are related to its responsibilities under this Charter or otherwise assigned to it by the Board.

In addition, the Audit Committee, to the extent that it deems necessary or appropriate shall:

Financial Statement and Disclosure Matters

1. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

2. Review the annual audited financial statements with management and the independent auditor, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

3. Review with management and the independent auditor any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting policies, practices and estimates, significant unusual transactions, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies; and review any reports prepared by or for management or the auditor with respect to these matters.

4. Review with the independent auditor their views regarding significant accounting or auditing matters when the independent auditor is aware that management consulted with other accountants about such matters and the independent auditor has identified a concern regarding these matters.

5. Obtain from the independent auditor information about significant aspects of the annual audit, including:

(a) an overview of the overall audit strategy, particularly the timing of the audit, significant risks the auditor identified and significant changes to the planned audit strategy or identified risk;

(b) information about the nature and extent of specialized skill or knowledge needed in the audit; the extent of the planned use of internal auditors; company personnel or other third parties; and other independent public accounting firms or other persons not employed by the auditor who are involved in the audit;

(c) the basis for the auditor’s determination that he or she can serve as principal auditor, if significant parts of the audit will be performed by other auditors;

(d) situations in which the auditor identified a concern regarding management’s anticipated application of accounting pronouncements that have been issued but are not yet effective and might have a significant effect on future financial reporting;

(e) difficult or contentious matters for which the auditor consulted outside the engagement team;

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(f) the auditor's evaluation of management's use of the going concern basis of accounting in the preparation of the financial statements;

(g) departure from the auditor's standard report;

(h) other matters arising from the audit that are significant to the oversight of the Company's financial reporting process, including complaints or concerns regarding accounting or auditing matters that have come to the auditor's attention during the audit;

(i) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information;

(j) any significant disagreements with management.

6. Annually review with the independent auditor the quality of the Company's financial reporting, internal accounting and financial control, the auditor's report or opinion thereon and any recommendations the auditor may have for improving or changing the Company's internal controls, as well as management's letter in response thereto and any other matters required to be discussed under relevant Statements of Auditing Standards and PCAOB Auditing Standard No. 1301 (as they may be modified or supplemented).

7. Review management's proposed annual report on internal control over financial reporting which is required to be included in the Company's 10-K pursuant to rules of the SEC.

8. Review with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.

9. Review and discuss quarterly reports from the independent auditors on:

(a) all critical accounting policies and practices to be used;

(b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments, and the treatment preferred by the independent auditor;

(c) the matters required to be discussed by Statements on Auditing Standards, as may be amended or supplemented, relating to the audit of the Company's periodic reports; and

(d) other material written communications between the independent auditor and management.

10. Meet periodically with management to review the Company's major financial risk exposures and the policies and procedures that management utilizes to monitor and control such exposures.

11. Discuss, prior to release by the Company, the earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" or other non-GAAP information) as well as financial information and earnings guidance provided to analysts and rating agencies, if any, as well as any financial information which the Company proposes to provide to financial analysts and rating agencies (being mindful of the need to avoid violations of SEC

Regulation FD, which prohibits the selective disclosure of material information).

12. Discuss the quarterly and annual financial statements with the appropriate officers and/or employees of the Company and with the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

13. Review the schedule of unrecorded adjustments to the Company's financial statements and the reasons underlying the Company's assessment of the immateriality of such adjustments.

14. Review prior to publication or filing and approve such other Company financial information, including appropriate regulatory filings and releases that include financial information, as the Audit Committee deems desirable.

15. Review the adequacy of the Company's system of internal accounting and financial control, including its "disclosure controls and procedures" and "internal control over financial reporting," as defined in SEC Rules 13a-15(e) and 13a-15(f) under the Securities Exchange Act of 1934, and the Chief Executive Officer's ("CEO") and Chief Financial Officer's ("CFO") proposed disclosures and certifications with respect to these matters which are required to be included in the Company's annual and quarterly reports to the SEC on Form 10-K and Form 10-Q.

16. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

17. Review the effect of regulatory and accounting initiatives on the financial statements of the Company.

Oversight of the Company's Relationship with its Independent Auditors

18. Review and evaluate the experience and qualifications of the lead members of each independent auditor's team.

19. Evaluate the performance and independence of each independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence. The opinions of management and the internal auditor shall be taken into consideration as part of this review.

20. Receive and review a report from each independent auditor at least annually regarding the independent auditor's independence and discuss such reports with the auditor. Ensure that each independent auditor submits a formal written statement, as required by PCAOB Rule 3526, as it may be amended or supplemented, describing all relationships between the independent auditor and any of its affiliates and the Company that might bear on the independent auditor's independence. The independent auditor must also discuss with the Audit Committee the potential effects of any such relationships on the firm's independence. Receive and review a formal written statement of the fees billed by the independent auditor for each of the categories of services requiring separate disclosure in the annual proxy statement.

21. Obtain and review a report from each independent auditor at least annually regarding the independent auditor's internal quality control procedures. The report should include any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues. Obtain auditor and review inspection reports issued by the PCAOB under Section 104 of the Sarbanes-Oxley Act.

22. Meet with each independent auditor prior to the audit to review the planning and staffing of the audit.

23. Advise the Board of its determinations regarding the qualification, independence and performance of each independent auditor.

24. Annually require the independent auditor to confirm in writing its understanding of the fact that it is ultimately accountable to the Audit Committee.

25. Require the independent auditor to rotate every five years the lead audit partner in charge of the Company's audit and the concurring audit partner responsible for reviewing the audit.

26. Periodically consider the advisability of rotating the independent audit firm to be selected as the Company's independent auditors. The Audit Committee should present its conclusions to the full Board.

Oversight of the Company's Internal Audit Function

27. Review and, at its option, recommend the appointment and replacement of the senior internal auditing executive.

28. Review any reports to management prepared by the Internal Audit department and management's responses.

29. Review with each independent auditor, management and the senior internal auditing executive the Internal Audit department responsibilities, budget, structure and staffing and any recommended changes in the planned scope of the internal audit at least annually.

Oversight of the Company's Loan Review Function

30. Review any reports to management prepared by the Loan Review department.

Compliance Oversight Responsibilities

31. Obtain reports from management and the Company's senior internal auditing executive that the Company's subsidiary affiliated entities are in conformity with applicable regulatory and legal requirements and the Company's code of ethics.

32. Advise the Board with respect to the Company's compliance with the Company's Code of Ethics for Chief Executive Officer and Senior Financial Officers.

33. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

34. Discuss with management and each independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

35. Review with appropriate members of management or appropriate legal counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or

inquiries received from regulators or governmental agencies.

36. Review for approval or disapproval all related-party transactions required to be disclosed by Item 404 of Regulation S-K for potential conflicts of interests.

37. In the event the Audit Committee is made aware of any allegation of fraud relating to the Company and/or any of its officers, directors or employees that the Audit Committee deems could be material to the Company's business or operations, the Audit Committee shall (i) convene a meeting of the Audit Committee to review such allegation and (ii) if the Audit Committee deems it necessary or advisable, it shall engage independent counsel to assist in an investigation, including, if the Audit Committee and such counsel deem it necessary or advisable, an investigation to determine whether such allegation implicates any violation of Section 10A of the Exchange Act of 1934. If pursuant to such investigation the Audit Committee discovers that a material fraud has occurred, the Audit Committee shall (i) assess the Company's internal controls and implement such remedial measures as it determines necessary or advisable, (ii) cause the Company to take appropriate action against the perpetrator(s) of such fraud and (iii) cause the Company to make appropriate disclosures relating to the matter in the Company's periodic reports filed with the SEC or otherwise.

38. The Audit Committee shall also be designated as the committee of the Board of Directors that shall receive, review and take action with respect to any reports by attorneys, pursuant to Section 307 of the Sarbanes-Oxley Act of 2002, of evidence of material violations of securities laws or breaches of fiduciary duty or similar violations by the Company or one of its agents.

39. Meet at least four times each year. In addition, meet at least four times each year in separate executive sessions with each of the Company's CEO, senior internal audit executive and the independent auditor; and each such person shall have free and direct access to the Audit Committee and any of its members.

40. Review and approve all related-party transactions (e.g. transactions with any director or executive officer of the Company or significant shareholder, or their immediate family members or affiliates), other than transactions which the Board has delegated to the Company's Employee Benefits/Compensation Committee or Loan & Investment Committee.

41. Annually review and reassess the adequacy of this Charter and any bylaw of the Company which relates to the Audit Committee, and recommend any proposed changes to the Board for approval. The Chair of the Audit Committee shall draft a proposed schedule of the Audit Committee's activities for the coming year and the times at which such activities shall occur, which shall be submitted to the Audit Committee for its review and approval, with such changes as the Audit Committee shall determine to be appropriate.

IMPORTANT ANNUAL MEETING INFORMATION Electronic Voting Instructions Available 24 hours a day, 7 days a week! Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy. VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies submitted by the Internet or telephone must be received by 12:01 a.m., Central Time, on April 26, 2018. Vote by Internet Go to www.envisionreports.com/wabc Or scan the QR code with your smartphone Follow the steps outlined on the secure website Vote by Telephone Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone Follow the instructions provided by the recorded message Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.X Annual Meeting Proxy Card IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. A Proposals - The Board of Directors recommends a vote FOR all nominees, FOR Proposal 2, and FOR Proposal 3. 1. Election of Directors: For Against Abstain For Against Abstain For Against Abstain 01 - E. Allen 02 - L. Bartolini 03 - E.J. Bowler 04 - A. Latno, Jr. 05 - P. Lynch 06 - C. MacMillan 07 - R. Nelson 08 - D. Payne 09 - E. Sylvester For Against Abstain 2. Approve a non-binding advisory vote on the compensation of our named executive officers. For Against Abstain 3. Ratification of Independent Auditor. Change of Address - Please print your new address below. Comments - Please print your comments below. B Non-Voting Items Meeting Attendance Mark the box to the right if you plan to attend the Annual Meeting. C Authorized Signatures - This section must be completed for your vote to be counted. - Date and Sign Below Date (mm/dd/yyyy) - Please print date below. Signature 1 - Please keep signature within the box. Signature 2 - Please keep signature within the box.

Admission to the Meeting WESTAMERICA BANCORPORATION ANNUAL MEETING OF SHAREHOLDERS 10:00 A.M. PACIFIC TIME, THURSDAY, APRIL 26, 2018, WESTAMERICA BANCORPORATION, 4550 MANGELS BLVD., FAIRFIELD, CALIFORNIA Registered holders can avoid registration lines by marking the Meeting Attendance box to the right of your signature on your Proxy Card and returning it to Computershare Investor Services in the enclosed return envelope, or indicate your intent to attend through a toll free telephone vote or Internet vote. Beneficial Owners holding their shares in a brokerage account or at a bank or other intermediary must proceed to the registration desk and provide the following evidence of ownership: 1) a Legal Proxy, which you can obtain from your bank or broker or other intermediary or your shareholder statement dated on or after February 26, 2018, the Annual Meeting Record Date; and 2) a picture identification. Because of seating limitations, no more than one guest will be allowed per shareholder. IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. Proxy - Westamerica Bancorporation PROXY SOLICITED BY THE BOARD OF DIRECTORS OF WESTAMERICA BANCORPORATION FOR THE ANNUAL MEETING OF SHAREHOLDERS ON APRIL 26, 2018. The undersigned holder hereby authorizes A. Latno, Jr., R. Nelson and E. Sylvester, each with full power of substitution, to represent and vote, as designated on the reverse side, all full and fractional shares of Common Stock of Westamerica Bancorporation which the undersigned would be entitled to vote at the Annual Meeting of Shareholders of said corporation to be held at Westamerica Bancorporation, 4550 Mangels Blvd., Fairfield, California at 10:00 a.m., Pacific Time, on Thursday, April 26, 2018, upon the matters set forth on the reverse side of this Proxy and described in the accompanying Proxy Statement and upon such other business as may properly come before the meeting or any postponement or adjournment thereof. The Proxy, when properly executed will be voted as directed herein by the undersigned shareholder. If no direction is indicated, this Proxy will be voted FOR ALL NOMINEES, FOR Proposal 2, FOR Proposal 3, and at the direction of the Proxies on all other matters which may properly come before the meeting. If you are a participant in the Westamerica Bancorporation Tax Deferred Savings/Retirement Plan (ESOP) (the "Plan"), you may direct the Trustee of the Plan to vote all full and fractional shares of Westamerica Bancorporation common stock standing to your credit of your individual account(s) as of February 26, 2018. The Board of Directors of Westamerica Bancorporation recommends a vote FOR ALL NOMINEES, FOR Proposal 2, and FOR Proposal 3. Please instruct the Trustee how to vote on these proposals by indicating your selection on the reverse of this Proxy Card. If the Trustee does not receive written instructions from you before 11:59 p.m., Central Time, on April 23, 2018, it will vote all the shares for which you are entitled to provide instruction in the same proportion as shares for which instructions are received. PLEASE MARK, SIGN, DATE, AND MAIL THIS PROXY PROMPTLY, USING THE ENCLOSED ENVELOPE. (Continued, and to be signed on the other side)