



**Part II** Organizational Action *(continued)*

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment](#)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**18** Can any resulting loss be recognized? ▶ [See attachment](#)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Grace Keegan Date ▶ 1/15/2024

Print your name ▶ Grace Keegan Title ▶ SVP, Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

PACWEST BANCORP

EIN: 33-0885320

ATTACHMENT TO IRS FORM 8937 – PART II

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

**The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Mergers (as defined below) on the tax basis of shares of stock of BANC (as defined below) received in exchange for shares of PACW (as defined below). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular categories of shareholders. BANC and PACW do not provide tax advice to their shareholders. Shareholders are encouraged to consult their own tax advisors regarding the particular tax consequences of the Mergers to them (including the applicability and effect of all U.S. federal, state and local tax laws and non-U.S. tax laws) and should carefully read the Registration Statement on Form S-4 (File No. 333-274245) of Banc of California, Inc., a Maryland corporation (“Parent” or “BANC”), including the joint proxy statement/prospectus forming a part thereof, filed on August 28, 2023 with the Securities and Exchange Commission, including the discussion under the heading “Material U.S. Federal Income Tax Considerations.” The information provided herein is subject to such discussion in all respects.**

**Line 14 – Describe the organization action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action.**

On November 30, 2023, pursuant to the terms and conditions of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of July 25, 2023, by and between BANC, PacWest Bancorp, a Delaware corporation (the “Company” or “PACW”) and Cal Merger Sub, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of BANC (“Merger Sub”), Merger Sub merged with and into the Company with the Company continuing as the surviving corporation (the “First Merger”), and immediately thereafter, the Company merged with and into Parent with Parent continuing as the surviving corporation (the “Second Step Merger” and together with the First Merger, the “Mergers”)

As a result of the Mergers, each share of common stock, par value \$0.01 per share of PACW (“PACW Common Stock”) was exchanged for 0.6569 share of common stock, par value \$0.01 per share, of BANC, (“BANC Common Stock”), and each outstanding share of 7.75% Fixed Rate Reset Non-Cumulative Preferred Stock, Series A, par value \$0.01 per share, of PACW (“PACW Preferred Stock”) was exchanged for one share of a newly created series of preferred stock of BANC having similar terms (“BANC Preferred Stock”).

**Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

The Mergers, taken together, were intended to qualify as a “reorganization” within the meaning of the Section 368(a) of the Internal Revenue Code (“IRC”).

Each shareholder of PACW Common Stock (“PACW Common Shareholder”) who exchanges its shares of PACW Common Stock for shares of BANC Common Stock in the Mergers generally does not recognize any gain or loss for U.S. federal income tax purposes, except with respect to cash, if any, received in lieu of a fractional share of BANC Common Stock.

The aggregate basis of the shares of BANC Common Stock (including any fractional share of BANC Common Stock for which cash was received) received by each PACW Common Shareholder in the Mergers will equal such shareholder’s aggregate adjusted tax basis in the shares of PACW Common Stock surrendered.

With respect to a PACW Common Shareholder that receives cash in lieu of a fractional share, such shareholder generally recognizes gain or loss equal to the difference between the amount of cash received and the tax basis allocable to the fractional share for which cash was received.

Each shareholder of PACW Preferred Stock (“PACW Preferred Shareholder”) who exchanges its shares of PACW Preferred Stock for shares of BANC Preferred Stock in the Mergers generally does not recognize any gain or loss for U.S. federal income tax purposes.

The basis of shares of BANC Preferred Stock received by each PACW Preferred Shareholder in the Mergers will equal such shareholder’s aggregate adjusted tax basis in the PACW Preferred Stock surrendered.

Gain or loss must be determined by each PACW shareholder. Each shareholder should consult its own tax advisor regarding the gain or loss realized on the exchange.

**Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

The aggregate tax basis of the shares of BANC Common Stock (including any fractional share of BANC Common Stock for which cash was received) received by each PACW Common Shareholder in the Mergers will equal such shareholder’s aggregate adjusted tax basis in the shares of PACW Common Stock surrendered.

The aggregate tax basis of shares of BANC Preferred Stock received by each PACW Preferred Shareholder in the Mergers will equal such shareholder’s aggregate adjusted tax basis in the PACW Preferred Stock surrendered.

**Line 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

IRC Sections 354, 358, 368, 1001, 1221 and 1223

**Line 18 – Can any resulting loss be recognized?**

PACW shareholders generally may not recognize any loss for U.S. federal income tax purposes as a result of the Merger, except with respect to cash, if any, received in lieu of a fractional share of BANC Common Stock.

**Line 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Merger was effective on November 30, 2023. Accordingly, taxpayers with a calendar year should report this transaction in the 2023 tax year.