

**CHARTER OF THE JOINT COMPENSATION, NOMINATING
AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARDS OF
DIRECTORS OF BANC OF CALIFORNIA, INC. AND BANC OF CALIFORNIA**

(Most Recently Adopted May 6, 2026)

The Boards of Directors of Banc of California, Inc. and Banc of California have established a Joint Compensation, Nominating and Corporate Governance Committee (the “Committee”) with the authority, responsibility and specific duties as described in this Charter. Where applicable, references herein to the “Company” are Banc of California, Inc. and Banc of California, as applicable, and references herein to the “Board” and the “Board of Directors” are the Boards of Directors of Banc of California, Inc. and Banc of California, as applicable.

PURPOSE.

The Committee is appointed by the Board of Directors to assist the Board in discharging its responsibilities, as more fully set forth below, relating to the following:

- Review and approval of director and officer compensation plans, policies and programs
- Determine, or recommend to the Board for its determination, the compensation of the Company’s Chief Executive Officer and all other executive officers of the Company
- Produce a compensation committee report on executive compensation for inclusion in the Company’s annual proxy statement and/or annual report on Form 10-K in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”)
- Assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board
- Recommend to the Board director nominees, including nominees for election at annual meetings of stockholders and appointments to fill any vacancies or newly created directorships on the Board that may occur between such meetings
- Develop and recommend to the Board a set of corporate governance guidelines and other policies and guidelines which the Committee determines necessary or appropriate for adoption by the Company, including standards to be applied in making determinations as to the absence of material relationships between the Company and a director
- Assist the Board with respect to its oversight of corporate sustainability matters, including corporate governance practices, human capital management and community support initiatives
- Lead the Board in its annual review of the Board’s performance, and the performance of various Committees of the Board
- Oversee the evaluation of management
- Recommend to the Board the membership of each Board Committee.

For purposes of this Charter, the term “executive officer” means (1) an “officer,” as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (a “Section 16 Officer”), and (2) any other officer who is not a Section 16 Officer and who reports directly to the Company’s Chief Executive Officer.

MEMBERSHIP AND MEETINGS.

The Committee shall be comprised of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”), including the additional independence requirements specific to compensation committee membership set forth in the NYSE Listed Company Manual, and at least two of whom shall be “Non-Employee Directors” as defined in Rule 16b-3(b)(3)(i) under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”). In determining whether a director is eligible to serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to (1) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to the director, and (2) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Members of the Committee, including a Chair, shall be appointed by the Board and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. Committee members may be replaced by the Board at any time, with or without cause. The Chair of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas of Committee meetings. In the absence of the Chair, the Committee shall select another member to preside.

COMMITTEE RESPONSIBILITIES AND AUTHORITY.

Compensation Matters

The Committee’s responsibilities and authority with respect to compensation matters include the following:

1. Review annually, and have responsibility and authority for approving, or recommending to the Board for its approval, management’s recommendations and criteria for the overall annual compensation to be paid to or accrued for all officers and employees in the aggregate.
2. Review annually, and have responsibility for determining or recommending to the Board for its determination, compensation, including salary, bonus and other perquisites and benefits, of the Chief Executive Officer, the other executive officers of the Company, and all other officers earning total compensation of \$1,000,000 or more. This shall include the following:
 - Review and approve corporate goals and objectives relevant to the Chief Executive Officer’s compensation, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company’s Chief Executive Officer in past years.

- Approve, or make recommendations to the Board with respect to, non-CEO executive officer compensation, and incentive-compensation and equity-based plans.
3. Review upon new hire, and have responsibility and authority for approving or ratifying, or recommending to the Board for its approval or ratification, the terms of employment, including compensation, title, reporting relationship, authority, duties and responsibilities, of the Chief Executive Officer, the other executive officers of the Company, and all other officers earning total compensation of \$1,000,000 or more.
 4. Review and recommend to the Board and the boards of directors of the Company's subsidiaries, as applicable, changes to the compensation and benefits provided to directors of the Company and its subsidiaries, including as members of any Board committees.
 5. Review, and have responsibility and authority for approving or recommending to the Board for approval:
 - The terms of employment contracts and termination agreements with the Chief Executive Officer and any other executive officers;
 - The terms of any change in control agreements or plans; and
 - The recommendations of management to promote any person to an executive officer position.
 6. Review, and recommend to the Board of Directors for approval, subject as necessary or appropriate to stockholder approval, stock option plans and other equity-based compensation plans that permit payment in or based upon the Company's stock.
 7. Review, and have responsibility and authority for approving or recommending to the Board for its approval:
 - Other compensation plans (and material amendments thereto) in which the Company's directors, Chief Executive Officer, other executive officers and/or other officers earning total compensation of \$1,000,000 or more participate; and
 - Other broad-based compensation plans (and material amendments thereto) which, by their terms, are available to employees or officers or directors.

Except as otherwise specifically provided in this Charter, or otherwise requested of, referred to or initiated by the Committee, the Committee shall not be required to review or approve a compensation plan if it is available only to a limited category or number of non-executive personnel and provides for aggregate payments not material to the Company.

8. Administer the Company's stock option plans and other equity-based compensation plans that permit payment in or based upon the Company's stock, which shall include:
 - Reviewing the plans, from time to time as the Committee deems appropriate, including the structure, intended goals and methodology of execution, to determine if the goals and objectives of the plans are being fulfilled;

- Issuing grants under the plans, reviewing management’s recommendations for grants to employees and reviewing (subject to Board approval) grants of non-employee director awards;
 - In conjunction with promoting high ethical standards for the distribution of equity-based incentives, the Committee does not take material non-public information into account when determining the timing or terms of equity awards, and the Company does not time the disclosure of material non-public information for the purpose of affecting the value of executive compensation;
 - Interpreting, establishing and amending the provisions of the plans, subject to any limitations set forth in the plans or in any applicable laws and regulations; and
 - Reviewing, and recommending to the Board of Directors for approval, subject as necessary or appropriate to stockholder approval, material amendments to the plans.
9. To the extent applicable, oversee the Company’s compliance with rules and regulations of the Securities and Exchange Commission (the “SEC”) regarding stockholder advisory votes on executive compensation and the frequency of such votes.
 10. Appoint the administrator of, or the members of the committee which serves as the administrator of, such other compensation plans for which the Company is required or authorized to designate an administrator and administer such other compensation plans for which the Committee is designated as the administrator, and oversee the activities of such administrator.
 11. Report to the Board of Directors regarding such other matters relating to the compensation of the Company’s officers as may be requested of or referred to by the Board or initiated by the Committee.
 12. Review and approve any stock ownership guidelines for directors and executive officers of the Company and any “clawback” policy of the Company and monitor compliance therewith.
 13. Review the talent planning and executive recruiting processes and the engagement of search firms to assist with these processes as the Committee deems appropriate.
 14. Review and discuss with management the Compensation Discussion and Analysis (“CD&A”) required to be included in the Company’s proxy statement and/or annual report on Form 10-K by the rules and regulations of the SEC and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. Issue a report to appear in the annual report on Form 10-K and/or annual proxy statement stating that the Committee has conducted such review and made such recommendation.

15. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee.

It is expected that the Committee shall (i) evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest and (ii) if it deems appropriate, pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

16. To the extent required under the NYSE Listed Company Manual, the Committee may select or receive advice from any compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after considering all factors relevant to that person's independence from management including the following:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.
17. As the Committee deems appropriate, on at least an annual basis, review the Company's employee compensation policies and practices to determine whether such policies or practices create risks that are reasonably likely to have a material adverse effect on the Company.
18. The Committee shall have the authority to perform any other activities consistent with this Charter as the Committee deems necessary or appropriate and perform any other duties or responsibilities delegated to the Committee by the Board from time to time or assigned to the Committee by applicable law, rule, regulation or stock exchange listing standard.

Nominating and Corporate Governance Matters

The Committee's responsibilities and authority with respect to nominating and corporate governance matters include the following:

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee will, as appropriate, seek individuals qualified to become Board members for recommendation to the Board for appointment or nomination for election as directors. The Committee is responsible for identifying, screening and recommending to the Board candidates for membership on the Board, including nominees recommended by stockholders, in accordance with the procedures described in the Company's bylaws and annual proxy statement. In selecting or recommending candidates, the Committee shall articulate and refine specific criteria, which shall be subject to approval by the Board, taking into consideration the criteria set forth in the Company's Corporate Governance Guidelines and such other factors as it deems appropriate as well as input from the Chair of the Board, any Lead Independent Director if such person is not already a member of the Committee, and the Chief Executive Officer. Final approval of any candidate shall be determined by the full Board.
3. The Committee will oversee and report annually to the Board with an assessment of the Board's and each committee of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Committee will also oversee the evaluation of management in meeting its responsibilities under the Company's Corporate Governance Guidelines.
4. The Committee shall annually assess the independence of the Board members.
5. The Committee shall report to the Board of Directors regarding such other matters relating to the general duties, size and composition of the Board of Directors and its committees as may be requested of, referred to or initiated by the Committee.
6. The Committee shall recommend to the Board committee assignments and committee chairs on all committees of the Board and recommend committee members to fill vacancies on committees as necessary after consultation with the Chief Executive Officer and the Chair of the Board or Lead Independent Director.
7. The Committee shall have the authority to review, oversee and approve or ratify, or recommend to the Board for approval or ratification, any insider or related party transactions (as defined in Item 404 of Regulation S-K), as and to the extent provided in the Company's Related Party Transactions Policy. The Committee shall report to the Board with respect to any related party transactions approved or ratified by the Committee. The Committee also shall consider issues brought to its attention involving other possible conflicts of interest involving directors and executive officers.

8. As provided in the Company's Corporate Governance Guidelines, the Committee will review and make recommendations to the full Board as to whether members of the Board should stand for re-election, including, among other things, reviewing the appropriateness of the continued service on the Board of any director who has changed his or her employment or principal occupation, or who accepts or intends to accept a directorship with another company that he or she did not hold when most recently elected to the Board.
9. The Committee will oversee the areas of director orientation, continuing education and professional development, as contemplated by the Company's Corporate Governance Guidelines.
10. The Committee will assist the Board with succession planning for the position of CEO and senior management (both in an emergency situation and in the ordinary course of business). The Committee will review plans for succession with input from the CEO. The Committee will advise on succession planning and any development recommendations for key management officers of the Company and its principal subsidiaries.
11. This Committee, in conjunction with the Audit Committee, will oversee compliance with the Code of Business Conduct and Ethics.
12. The Committee will assist the Board with respect to its oversight of corporate sustainability matters, including receiving periodic reports from the Company's management, and periodically reviewing and evaluating the Company's response to corporate sustainability issues and developments including the Company's policies in respect of such matters, and making recommendations to the Board regarding the Company's overall strategy with respect to corporate sustainability matters.
13. The Committee shall have the authority to perform any other activities consistent with this Charter and the Company's Corporate Governance Guidelines as the Committee deems necessary or appropriate and perform any other duties or responsibilities delegated to the Committee by the Board from time to time or assigned to the Committee by applicable law, rule, regulation or stock exchange listing standard.

ASSESSMENT OF ADEQUACY OF CHARTER AND SELF-ASSESSMENT.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its own performance, comparing its performance with the requirements of this Charter, and review such evaluation with the Board.

COMMITTEE STRUCTURE AND OPERATIONS

A majority of the members of the Committee in office from time to time shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. In the event of a tie vote on any issue, the Chair's vote shall decide the issue.

The Committee shall meet at least quarterly. Meetings of the Committee may be called by the Chair or any member of the Committee. The Committee shall keep records of all of its proceedings and activities, which shall be filed with the books and records of the Company. The Committee shall report the results of its activities to the Board of Directors on a regular basis and will provide the Board with any recommendations and additional reports as are appropriate or requested by the Board. The Committee should meet separately periodically with management to discuss any matters that the Committee or management believe should be discussed privately. The Committee may request any officer or employee of the Company or the Company's outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Relationships with consultants, legal counsel, or other advisors, shall be disclosed, to the extent required, in accordance with SEC rules and regulations, and other applicable law. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other advisor retained by the Committee.

AUTHORITY TO DELEGATE TO SUBCOMMITTEES.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate such power and authority held by the Committee under the Charter as the Committee deems appropriate. In particular, the Committee may delegate the approval of equity-based award grants to a subcommittee consisting solely of two or more members of the Committee who are "Non-Employee Directors" for purposes of Rule 16b-3.