

**SCHEDULE 14A
(RULE 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

BANC OF CALIFORNIA, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



Your **Vote** Counts!

BANC OF CALIFORNIA, INC.

2025 Annual Meeting
Vote by May 6, 2025
8:59 PM PDT



V65616-P25942

You invested in **BANC OF CALIFORNIA, INC.** and it's time to vote!

This is an important notice regarding the availability of proxy material(s) for the stockholder meeting to be held on **May 7, 2025**. You have the right to vote on proposals being presented at the 2025 Annual Meeting of Stockholders of Banc of California, Inc. (the Company).

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting them prior to April 23, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 7, 2025
8:00 A.M. Pacific Daylight Time

Banc of California
3 MacArthur Place
Santa Ana, CA 92707

*If you plan to attend the Annual Meeting of Stockholders, please note that admission will be on a first come, first served basis. You may obtain directions to Banc of California, 3 MacArthur Place, Santa Ana, CA 92707, by calling Banc of California directly at (855) 361-2262. Please check the meeting materials for any special requirements for meeting attendance. If you wish to vote in person at the meeting, you will need to request a ballot at the meeting. You are encouraged to vote by proxy prior to the meeting even if you plan to attend the meeting.

THIS IS NOT A VOTABLE BALLOT

This is not a form for voting and presents only an overview of the more complete proxy materials, which contain important information and are available to you on the Internet or, if requested, by mail. You are encouraged to access and review the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|------------------|
| 1. Election of Directors, each for a term of one year. Nominees: | |
| 1a. James A. "Conan" Barker | ✓ For |
| 1b. Paul R. Burke | ✓ For |
| 1c. Mary A. Curran | ✓ For |
| 1d. John M. Eggemeyer | ✓ For |
| 1e. Shannon F. Eusey | ✓ For |
| 1f. Richard J. Lashley | ✓ For |
| 1g. Susan E. Lester | ✓ For |
| 1h. Joseph J. Rice | ✓ For |
| 1i. Todd Schell | ✓ For |
| 1j. Vania E. Schlogel | ✓ For |
| 1k. Andrew Thau | ✓ For |
| 1l. Jared M. Wolff | ✓ For |
| 2. Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025. | ✓ For |
| 3. Approval, on an advisory and non-binding basis, of the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement for the Annual Meeting (Say-on-Pay). | ✓ For |
| 4. Approval, on an advisory and non-binding basis, of the frequency of future Say-on-Pay votes. | 1 Year |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".