

WHISTLEBLOWER POLICY

Purpose

Banc of California, Inc. (including Banc of California, the “Company”) is committed to compliance with the laws and regulations to which it is subject. Laws, regulations, policies, and procedures strengthen and promote ethical practices. The purpose of this document is to describe how employees can submit whistleblower complaints.

Policy

Through its system of internal controls, operating policies, and standing procedures, the Company seeks to be proactive in preventing and detecting violations of the law, regulations, policies and procedures, and any other improper actions or wrongdoing, whether related to accounting and auditing matters or otherwise. The Company recognizes that such violations and other improper actions or wrongdoings may, nevertheless, occur from time to time, whether intentionally or unintentionally.

Employees are encouraged to report possible violations of the Company's Code of Business Conduct and Ethics, violations of internal controls or procedures, laws or regulations, or other potentially improper conduct, including but not limited to, concerns regarding questionable accounting or auditing matters.

Employees can report such matters to their supervisor, the General Counsel, or the Chief Internal Audit Officer. Employees can also report such matters through the Whistleblower Hotline. Employment-related concerns should generally be reported to the employee's supervisor or the Human Resources Department.

The Whistleblower Hotline is a 24-hour service handled by an independent, external service provider (currently NAVEX Global EthicsPoint), and is available to all employees by phone and/or online. Reports can be made anonymously and confidentially, though in some cases that could make it more difficult to follow up and ensure resolution of the inquiry. If an employee chooses to identify themselves, the Company will not reveal the identity of any person who makes a good faith report and asks that his or her identity remain confidential, unless necessary to conduct a sufficient investigation or to be compelled by judicial or other legal process, and will not make any effort to ascertain the identity of any person who makes a good faith report anonymously, except to the extent necessary to conduct a sufficient investigation. The Company will not take retaliatory action against any employee who has, in good faith, reported an alleged violation or other improper action or wrongdoing in accordance with this policy, whether such report is made internally or to an outside regulator or other governmental entity. In fact, any individual retaliating or punishing another individual for reporting suspected unethical or illegal conduct or any questionable situation may be subject to disciplinary action, up to and including termination, and may be acting in violation of the law. An employee will not qualify for non-retaliation protection and may be subject to discipline, up to and including termination, if the employee deliberately participated in the wrongdoing or knowingly or recklessly provided substantially false information. Employees should use sound judgment to avoid baseless allegations.

Employees may find information regarding the Whistleblower Hotline posted on the Company's Intranet homepage, within the Company Policies & Employee Guide, and in break rooms throughout the Company's facilities. Employees may use any of the following methods to access the Whistleblower Hotline:

- Dial the Whistleblower Hotline telephone number, accessible via the Whistleblower section on the Company's Intranet homepage.
- Make a report through the Whistleblower Hotline website, accessible via the Whistleblower section on the Company's Intranet homepage.

Employees are not responsible for investigating the alleged illegal or dishonest activity, or for determining fault or corrective measures. The Company's management officials, as appropriate, are charged with these responsibilities.

When an employee makes a whistleblower report through the Whistleblower Hotline, an email notification from the external service provider is sent to the General Counsel. If a whistleblower report concerns the Company's financials, accounting, internal accounting controls, auditing, or a member of the Company's Board of Directors or executive management team, the General Counsel shall timely send notice to the Joint Audit Committee Chair and the Chief Internal Audit Officer. The General Counsel, in consultation with appropriate members of executive management, will determine whether or not to conduct an investigation of any whistleblower report, and if so, how to proceed.

The General Counsel will be responsible to maintain a log of all whistleblower report cases within the external service provider's system, tracking their receipt, investigation, and resolution consistent with the Company's record retention policy. As appropriate, the General Counsel shall prepare a periodic summary report of cases for the Audit Committee and/or the Board of Directors.

Where appropriate, internal auditors or third-party auditors to the Company will be notified timely of whistleblower reports and the Company's investigation and conclusions regarding the same so that auditors may properly audit the Company and/or certify the Company's financial statements.