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1. PURPOSE

The purpose of the Audit Committee established by this charter will be to oversee the corporate financial reporting process and the internal and external audits of Pacific Premier Bancorp, Inc. and all of its subsidiaries, including but not limited to Pacific Premier Bank (collectively, the "Company"). The Audit Committee will undertake those specific duties, responsibilities and processes listed below, and such other duties as the Board of Directors (the "Board") from time to time may prescribe. In fulfilling this role, the Audit Committee will ensure that there is effective communication among the Board, management and external auditors, in matters relating to the Company. The Audit Committee, in concert with the Enterprise Risk Committee, will monitor business risk practices and legal and ethical programs. In this way, it will help the Board fulfill its oversight responsibility to the shareholders and the investment community relating to the Company's financial statements, financial reporting process and to ensure compliance with regulatory requirements.

2. AUTHORITY

- The Audit Committee has the authority to retain and to terminate as it deems appropriate special legal, accounting, or other consultants or experts who are to be engaged or have been engaged to assist the Audit Committee with carrying out its responsibilities and fulfilling its duties under this Charter, including the authority to approve the fees and other retention terms for such persons or firms .
- The Audit Committee has the authority to appoint and determine the compensation of the Company's independent auditors, and the Company shall provide appropriate funding for such compensation.
- The Audit Committee has the authority to resolve disagreements between the Company's management and its independent auditors regarding financial reporting.
- The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the Company's independent auditors as well as anyone in the Company.
- The Company shall provide funding, as determined by the Audit Committee, for payment of: (i) compensation to the independent auditors, (ii) compensation to any advisers employed by the Audit Committee, and (iii) ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties.

3. CHARTER REVIEW

The Audit Committee will review and reassess the adequacy of this charter at least once a year and obtain the approval of the Board of Directors as to the proposed revisions, if any. In addition, to the extent and in the manner that the Company is legally required to do by the rules of the Securities and Exchange Commission (the

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“SEC”), the Audit Committee will cause the Company to publicly file this charter (as then constituted).

4. MEMBERSHIP

The Audit Committee will be comprised of at least three (3) members of the Board. The members will be appointed by and serve at the pleasure of the Board.

Each member of the Audit Committee will be an “independent” director under the NASDAQ Stock Market listing requirements and Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Rule 10A-3 promulgated under the Exchange Act, and all other applicable rules and regulations of the SEC for Audit Committee members and any standards prescribed for purposes of any federal securities, tax, banking, or other laws relating to the Audit Committee’s duties and responsibilities. In addition, each member of the Audit Committee shall not have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the past three years.

Each member of the Audit Committee also must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement. In addition, at least one member of the Audit Committee shall, in the judgment of the Board, be an “Audit Committee financial expert” in accordance with the SEC rules and regulations, and at least one member (who may also serve as the “Audit Committee financial expert”) shall, in the judgment of the Board, be financially sophisticated in accordance with the NASDAQ rules.

5. RESPONSIBILITIES AND PROCESSES

The Audit Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Audit Committee should take appropriate actions to set the overall corporate “tone” for quality financial reporting, sound business risk practices, and ethical behavior.

- The primary responsibilities of the Audit Committee are (i) to oversee the Company’s internal controls, accounting and financial reporting process to ensure timely and accurate financial reporting, (ii) to oversee the design and implementation of policies, procedures and systems intended to minimize the risk of, and to detect, fraud in the organization, (iii) to oversee the audits of the Company’s financial statements on behalf of the Board, and (iv) to report the results of its activities to the Board.
- The following shall be the principal recurring processes of the Audit Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Audit Committee may supplement them as appropriate.

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1. The Audit Committee shall have a clear understanding with management that the independent auditors are ultimately accountable to the Board and the Audit Committee, as representatives of the Company's shareholders.
2. The Audit Committee shall have the ultimate authority and responsibility to select, appoint, retain, determine the compensation of, oversee the work of, evaluate, and where appropriate in the exercise of their business judgment, replace the Company's independent auditors. The independent auditors must report directly to the Audit Committee.
3. The Audit Committee shall have the ultimate responsibility to oversee the independence of the outside auditor. The Audit Committee shall discuss with the auditors their independence from management and the Company, including matters in the written disclosures required by the Public Company Accounting Oversight Board rules (including Rule 3526). The Audit Committee shall require the independent auditors to periodically provide written statements delineating all relationships that may impact on their independence.
4. The Audit Committee shall discuss with the independent auditors those matters required to be discussed by the Statements on Auditing Standards Nos. 61, 90 and 114.
5. The Audit Committee shall, at least annually, receive and review a report from the Company's independent auditors describing the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board review of the independent auditor, 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 independent auditor; and any steps taken to deal with such issues.
6. The Audit Committee shall discuss with the internal auditors and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation.
7. The Audit Committee shall discuss with management, the internal auditors, and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage business risk, and legal and ethical compliance programs, including the Company's Code of Conduct.
8. The Audit Committee shall review with management and the independent auditors the financial statements to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the annual audit and any other

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matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

9. The Audit Committee shall oversee the adequacy of the Company's system of internal controls, including obtaining from the external auditors management letters or summaries on such internal accounting controls. The Committee shall be directly responsible for the resolution of disagreements between management and the auditors regarding financial reporting.
 10. The Audit Committee shall review CEO and CFO certifications required by the Sarbanes-Oxley Act with the CEO and CFO to determine the adequacy of the due diligence undertaken to support the certification.
 12. The Audit Committee shall recommend to the Board that the audited statements must be included in the Company's Annual Report.
 13. The Audit Committee shall annually review and approve the charter of the internal audit function, and the head of internal audit's proposed annual risk-based audit plan, financial budget and resources, and overall risk-assessment methodology, and shall approve any significant interim changes to the foregoing.
 14. The Audit Committee shall receive periodic communications from the head of internal audit on the completion status of the annual risk-based audit plan, including any significant changes and the impact of resource limitations.
 15. The Audit Committee shall receive, at least annually, communications from the head of internal audit on the internal audit function's quality assurance and improvement program, and shall discuss with the head of internal audit any external assessment and the qualifications and independence of any external assessor, including any potential conflicts of interest.
 16. The head of internal audit shall obtain approval from the Audit Committee for any significant internal audit outsourcing engagements as defined in the internal audit charter.
- The Audit Committee shall consult with the CEO and shall approve the appointment, evaluation, replacement, reassignment, or dismissal of the head of internal audit. The Committee or its Chair shall consult with the CEO and the Compensation Committee or its Chair and shall approve the compensation of the head of internal audit.
 - The Audit Committee shall establish procedures for: (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Sarbanes-Oxley requires protection of "whistleblowers" and

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- tasks the Audit Committee with ensuring that such protection exists and is meaningful.
- The Audit Committee shall review reports or certifications presented by management disclosing any significant deficiencies and material weaknesses in the design or operation of internal controls, and any fraud – whether or not material – that involves management or other employees who have a significant role in the Company’s internal controls.
 - The Audit Committee shall engage independent counsel and such other advisors as deemed necessary, at the Company’s expense, to assist the Committee in exercising its oversight responsibilities.
 - The Audit Committee shall pre-approve all audit and permissible non-audit services to be performed by the external auditor, provided that the auditor may not be hired to provide any of the following services:
 - bookkeeping or other services related to accounting records or financial statements of the Company;
 - financial information systems design and implementation;
 - appraisal or valuation services;
 - fairness opinions or contribution in kind reports;
 - actuarial services;
 - internal audit outsourcing services;
 - management functions or human resources;
 - broker or dealer, investment adviser or investment banking services;
 - legal services and expert services unrelated to the audit; or
 - any other service the Public Company Accounting Oversight Board determines, by regulation, is impermissible.

Anything provided to the contrary above notwithstanding, pre-approval of non-audit services is not required if:

- the aggregate amount of all such non-audit services provided to the Company constitutes 5% or less of the total amount of fees paid by the Company to its independent auditor during the fiscal year in which the non-audit services are provided;
- such services were not recognized at the time of the engagement to be non-audit services; and
- such services are promptly brought to the attention of the Audit Committee and are approved by the Audit Committee or by one or more members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee.

6. MEETINGS

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The Audit Committee will meet with the Company's external auditors upon the completion of the annual audit (which meeting may be held without the presence of management, at the Audit Committee's discretion), and at such other times as it deems appropriate, to review the external auditors' examination and management report.

The Committee shall meet at least quarterly with the internal auditors and as many additional times as may be required by regulatory authority and/or as the Audit Committee deems necessary. Minutes of the meetings will be prepared and after review and approval by the Audit Committee, will be submitted to the full Board of Directors for their review.

7. REPORTS

The Audit Committee will, at least once a year, record its summaries of recommendations to the Board in written form that will be incorporated as a part of the minutes of the Board. Some areas of attention the Audit Committee should focus on when developing this report include:

- The financial accounting policies and the related industry accounting practices.
- The report of the independent auditors and the internal auditors.
- The reports of legal counsel with respect to significant commitments, contingencies, and governmental compliance.
- The reports of a special investigation concerning the review of the corporation's financial affairs, such as political contributions.

The Audit Committee will prepare and sign a report for inclusion in the Company's proxy statement for its annual meeting of shareholders.

8. LIMITATION OF AUDIT COMMITTEE'S ROLE

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 and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Company's external auditor.