



1. GENERAL

This Compensation Committee (the “Committee”) Charter was approved by the Board of Directors (the “Board”) of Pacific Premier Bancorp, Inc. (the “Company”) on, and to be effective on, the dates set forth above. The Company and Pacific Premier Bank (the “Bank”) are collectively referred to in this Charter as “Pacific Premier.”

This Charter is intended as a component of the flexible governance framework within which the Company’s Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), and Amended and Restated Bylaws (“Bylaws”), it is not intended to establish by its own force any legally binding obligations.

2. PURPOSE

The Committee is responsible for discharging the responsibilities of the Board relating to the compensation of Pacific Premier’s executive officers. The Committee is responsible for determining the compensation of the Company’s Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and the other named executive officers (“NEOs”) (as defined under the regulations of the Securities and Exchange Commission (the “SEC”)) and approving the compensation structure for other members of senior management. The Committee also has oversight responsibility for the Bank’s compensation policies, benefits and practices.

The Committee will review the annual Compensation Discussion and Analysis (“CD&A”), in the event the Company is required to include the CD&A in its annual meeting proxy statement or (as the case may be) its Annual Report on Form 10-K (the “Annual Report”) under the regulations of the SEC (either directly or by incorporating the CD&A into the Annual Report by reference to the Company’s annual meeting proxy statement), and recommend to the Company’s Board that that CD&A be included in the Company’s annual proxy statement and incorporated by reference into the Company’s Annual Report on Form 10-K. The Committee will also produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement and/or Annual Report that complies with the rules and regulations of the SEC.

The Committee is also responsible for reviewing the compensation of the non-employee directors for service on the Boards of Directors of both the Company and the Bank and the committees of such Boards of Directors and making recommendations to such Boards of Directors concerning such compensation.

Finally, the Committee is responsible for ensuring that Pacific Premier’s compensation policies, benefits, practices and programs do not encourage (i) the NEOs to take unnecessary and excessive risk that threaten the value of Pacific Premier, and (ii) the manipulation of reported earnings of Pacific Premier to enhance the compensation of any of Pacific Premier’s employees.



3. AUTHORITY

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. To assist in the evaluation of the compensation of Pacific Premier's executive officers, the Committee has sole authority to retain and terminate outside counsel, compensation consultants, or other experts or consultants, as it deems appropriate to assist it with discharging such duties and responsibilities, including sole authority to approve the fees and other retention terms for such persons in connection with such services. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of Pacific Premier and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

4. CHARTER REVIEW

The Committee will review and reassess the adequacy of this Charter at least once a year and recommend any proposed changes to the Company's Board. In addition, to the extent and in the manner that the Company is legally required to do by the rules of the SEC, the Committee will cause the Company to publicly file this charter (as then constituted) and publish it on the Company's web site.

5. MEMBERSHIP

The Committee shall consist of at least three (3) members of the Board. Each member of the Committee shall be independent in accordance with the listing standard or rules established by the NASDAQ Stock Market or any other applicable rules and regulations promulgated by the SEC or any exchange on which the Company's stock is traded in the future. In determining whether a director is eligible to serve on the Committee, the Board must consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee. In addition, a person may serve on the Committee only if the Company's Board determines that he or she (i) is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "1934 Act"), and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, as amended (the "Code"). Members of the Committee and the Committee Chair shall be appointed by and may be removed by the Company's Board on the recommendation of the Company's Governance Committee.

A director may not serve as a member of the Committee if such director accepts directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof other than (i) fees received as a member of the Board, the Committee or any other committee of the Board; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).



6. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- Annually review the non-employee director compensation, including (but not limited to) cash and equity awards, and provide to the Boards of Directors of the Company and the Bank any recommended changes to such compensation. The Boards of Directors of the Company and the Bank retain the authority to set the compensation of their respective non-employee directors.
- Annually review and approve goals and objectives relevant to the Company's CEO and other executive officers' compensation.
- Evaluate the performance of the Company's CEO and other applicable executive officers in light of the approved performance goals and objectives.
- Annually review and determine base salary, incentive compensation and long-term compensation for the CEO, CFO and any other NEO and report the Committee's determination to the Boards. In determining long-term incentive compensation, the Committee may consider, among other factors, the performance of the Company and the Bank, relative stockholder return, the value of similar incentive awards to individuals at the applicable executive officer position at comparable companies and the awards given to such executive officer in past years.
- Annually review and determine the granting of base salary, incentive compensation and long-term compensation for the CEO, CFO and each other NEO (and any other "covered employee" as contemplated by Section 162(m) of the Internal Revenue Code) that may be subject to the deduction limitations of Section 162(m) of the Internal Revenue Code. In determining compensation for such "covered employees," the Committee shall have the authority and discretion to grant non-deductible compensation to such executives.
- Annually review and approve base salary, incentive compensation and long-term incentive compensation for senior management.
- As required by the regulations of the SEC, annually review and discuss with management the CD&A and make an appropriate recommendation to the Board concerning inclusion of the CD&A in the annual meeting proxy statement or its Annual Report (as the case may be).
- Produce an annual report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the SEC.
- In consultation with and based upon the advice of outside counsel, monitor the disclosure in the Company's annual meeting proxy statement.
- Make recommendations to the Boards of Directors of the Company and the Bank with respect to new cash-based incentive compensation plans and equity-based compensation plans.
- Review executive officer compensation for compliance with Section 16 of the 1934 Act and Section 162(m) of the Code, as each may be amended from time to time, and any other



- applicable laws, rules and regulations; provided, however, that the Committee shall have the authority and discretion to grant non-deductible compensation to any “covered employee”.
- Annually review employee compensation strategies, benefits and equity programs.
 - Review and approve employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits.
 - Administer the Company's equity incentive plans.
 - Determine and certify the equity awards granted under corporate performance-based incentive plans.
 - Grant awards under the Company's equity incentive plans.
 - Advise on the setting of compensation for senior executive officers whose compensation is not otherwise set by the Committee.
 - Conduct an annual review of the Committee’s performance.
 - Regularly report to the Boards on the Committee’s activities.
 - Delegate responsibility to subcommittees of the Committee as necessary or appropriate.
 - Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.
 - Discuss, evaluate, and review with Pacific Premier’s senior risk officers:
 - the NEO compensation policies, benefits, practices and programs to ensure that the NEO compensation plans do not encourage the NEOs to take unnecessary and excessive risks that threaten the value of Pacific Premier and to identify and eliminate the features of such compensation policies, benefits and practices that could lead NEOs to take these unnecessary and excessive risks, including any features in the NEO compensation plans that would encourage behavior focused on short-term results and not long-term value creation.
 - the employee compensation policies, benefits, practices and programs in light of the risks posed to Pacific Premier by such plans, if any, and how to limit such risks; and
 - the employee compensation policies, benefits, practices and programs to ensure these policies, benefits and practices do not encourage the manipulation of reported earnings of Pacific Premier to enhance compensation of any of Pacific Premier’s employees and to identify and eliminate the features in these policies, benefits and practices that could encourage the manipulation of reported earnings of Pacific Premier to enhance the compensation of any employee.
 - Report the Committee’s findings and any actions taken by the Committee as a result of the Committee’s discussion, evaluation, and review of Pacific Premier’s compensation policies, benefits, practices and programs with Pacific Premier’s senior risk officers.



7. MEETINGS

The Committee shall meet at least one (1) time each year and at such other times, as it deems necessary to fulfill its responsibilities.

8. CONSISTENCY WITH CERTIFICATE OF INCORPORATION AND BYLAWS

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Certificate of Incorporation or Bylaws, the Certificate of Incorporation or Bylaws, as appropriate, shall fully control.

9. AMENDMENT

This Charter and any provision contained herein may be amended or altered by the Board.