

**CHARTER OF THE  
JOINT AUDIT COMMITTEE  
OF THE BOARDS OF DIRECTORS OF  
BANC OF CALIFORNIA, INC. AND BANC OF CALIFORNIA, N.A.**

(Most Recently Readopted June 13, 2019)

The Boards of Directors of Banc of California, Inc. and Banc of California, N.A. have established a Joint Audit Committee (the or this “Committee”) with the authority, responsibility and specific duties as described in this Charter. References herein to the “Company” are Banc of California, Inc. and Banc of California, N.A., 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, N.A., as applicable.

**PURPOSE**

The Committee is appointed by the Board to assist the Board in the following oversight functions for the Company, and other such responsibilities as may be delegated to it by the Board, including:

- Oversight of the integrity of the Company’s financial statements and financial accounting practices;
- Oversight of the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company;
- Oversight of the effectiveness of the Company’s internal control over financial reporting;
- Oversight of the Company’s compliance with legal and regulatory requirements, together with the Joint Enterprise Risk Committee;
- Oversight of the qualifications and independence of the Company’s internal auditors and independent registered public accounting firm; and
- Oversight of the performance of the Company’s internal audit function and independent registered public accounting firm.

In addition, the Committee will prepare, or cause to be prepared subject to the Committee’s review and approval, the report of the Committee required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual meeting proxy statement;

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements and the effectiveness of internal control over financial reporting. Management is responsible for maintaining appropriate accounting and financial reporting principles, policies, internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm is responsible for planning and carrying out a proper audit of the Company’s annual financial statements and of the Company’s internal control over financial reporting, and reviewing of the Company’s quarterly financial statements prior to the filing of each quarterly report on Form 10-Q and other procedures as agreed with management. The members of this Committee are not full-time employees of the Company. It is not the duty or responsibility of this Committee or any of its members to conduct “field work” or perform other types

of auditing or accounting reviews or procedures or to set auditor independence standards.

Each member of this Committee is entitled to rely on (a) the integrity of those persons and organizations within and outside the Company from which it receives information, (b) the accuracy of the financial and other information provided to this Committee by such persons or organizations absent actual knowledge to the contrary (which shall be reported promptly to the Board of Directors) and (c) representations made by management as to any non-audit services provided by the independent registered public accounting firm to the Company.

## **COMMITTEE MEMBERSHIP AND QUALIFICATIONS**

This Committee shall be comprised of at least three members appointed by the Board. Each member of this Committee shall meet the independence and other requirements of the New York Stock Exchange (“NYSE”), including any additional independence requirements specific to audit committee membership set forth in the NYSE Listed Company Manual, and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Each member shall be financially literate and at least one member of the Committee shall have accounting or related financial management expertise, as such qualifications are interpreted by the Board of Directors in its business judgment. At least one member of this Committee who qualifies as such may be designated annually by the Board as an “audit committee financial expert,” as the SEC defines that term. If the Board has determined that a member of the Committee is an audit committee financial expert, it may presume that such member has accounting or related financial management expertise.

Each member of the Committee shall be an “outside director” (as defined in the regulations of the Federal Deposit Insurance Corporation (the “FDIC”) at 12 C.F.R. Section 363.5(a)(3)) who is “independent of management” (as determined by the Board in accordance with the guidelines and interpretations of the FDIC at 12 C.F.R. Part 363, Appendix A). Not less than two members of this Committee shall have “banking or related financial management expertise,” and no member of this Committee shall be a “large customer” (each as determined by the Board in accordance with the guidelines and interpretations of the FDIC at 12 C.F.R. Part 363, Appendix A).

Committee members shall not simultaneously serve on the audit committees of more than two other public companies, unless the Board of Directors determines that such service will not impair the effectiveness and ability of Committee members to serve on this Committee, and discloses this determination in the Company’s annual proxy statement or on the Company’s website. The members of the Committee, including a Chair, shall be appointed by the Board on recommendation of the Joint Compensation, Nominating and Corporate Governance Committee of the Board. Committee members may be replaced by the Board at any time.

## **RESPONSIBILITIES AND AUTHORITY**

The Committee shall have the sole authority to appoint or replace the independent registered public accounting firm. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm, including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting. The independent registered public accounting firm shall report directly to the Committee. The Committee shall be directly responsible for the appointment, compensation,

retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Committee.

This Committee shall have the authority to investigate any matter brought to its attention and shall have full access to all books, records, facilities and personnel of the Company and its subsidiaries, direct access to the independent registered public accounting firm and the power to retain independent legal, accounting, or other advisors or experts for this or any other purpose. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to independent advisors to the Committee, for the payment of compensation to the independent registered public accounting firm for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and for the payment of ordinary administrative expenses of this Committee that are necessary or appropriate in carrying out its duties.

This Committee shall review and reassess the adequacy of this charter at least annually and shall obtain approval of any revisions to this charter from the Board of Directors. This Committee shall annually evaluate its own performance, comparing its performance with the requirements of this Charter, and review such evaluation with the Board. This Committee shall also review with the Board of Directors any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements (either separately or together with the Joint Enterprise Risk Committee), the performance and independence of the Company's independent registered public accounting firm, or the performance of the internal audit function.

#### **ADDITIONAL DUTIES AND RESPONSIBILITIES**

- I. This Committee is responsible for ensuring that the independent registered public accounting firm prepares and delivers annually an Auditors' Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of this Statement) describing:
  1. The auditors' internal quality control procedures;
  2. Any material issues raised by the most recent internal quality control review or peer review of the auditors, 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 auditors, and any steps taken to deal with any such issues; and
  3. All relationships between the independent registered public accounting firm and the Company.

In addition, the Committee is responsible for ensuring that the independent registered public accounting firm prepares and delivers annually a statement regarding the fees billed to the Company in each of the last two fiscal years for each of the following categories of services: (i) the audit of the Company's annual financial statements for the most recent fiscal year and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q

for that fiscal year; (ii) audit related services, (iii) tax compliance fees, and (iv) all other services, which may include non-financial statement audit services such as capital or debt issuance and tax planning strategies, benefit plan design and acquisition related issues, among others.

This Committee shall pre-approve (or adopt appropriate procedures to pre-approve) all audit and permitted non-audit services (including the fees and terms thereof) to be provided by the independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, and the regulations thereunder, which are approved by the Committee prior to the completion of the audit. This Committee will be responsible for actively engaging in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the quality of audit services or the objectivity or independence of the independent registered public accounting firm and for taking action, or recommending action by the Board of Directors, to satisfy itself of the independent registered public accounting firm's independence. This Committee shall consider the effect on the independent registered public accounting firm's independence of the provision of non-audit services (it being recognized that, in connection with such consideration, this Committee will rely on the accuracy of the information provided by the independent registered public accounting firm as to the services provided and the fees billed and on the representations of management).

- II. This Committee shall review and discuss the Company's quarterly financial statements with management and the independent registered public accounting firm, including disclosures made in the MD&A. This Committee shall discuss with the independent registered public accounting firm their review of the quarterly financial statements.
- III. This Committee shall review and discuss the Company's annual financial statements with management and the independent registered public accounting firm, including disclosures made in the MD&A. This Committee will recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
- IV. This Committee shall review and pre-approve, prior to release, all public communications issued by the Company, in accordance with and to the extent required by the Company's Public Communications Policy.
- V. This Committee shall review with management and the independent registered public accounting firm the basis for their respective reports issued under 12 C.F.R. Sections 363.2(a) and (b) and 363.3(a) and (b), as applicable.
- VI. This Committee shall serve as the fiduciary audit committee of Banc of California, N.A. in accordance with 12 C.F.R. Section 9.9(c) to include oversight of the annual fiduciary audit; review of the audit reports addressing key fiduciary risk, internal control, and regulatory compliance issues; and address any other duties required to be performed.
- VII. This Committee shall review with the Board of Directors any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal

or regulatory requirements, the performance and independence of the independent registered public accounting firm or the performance of the internal audit function.

This Committee will review and, to the extent deemed by it to be appropriate, discuss with management and the independent registered public accounting firm (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (iii) the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements; and (iv) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as the types of financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies.

VIII. With regard to internal control over financial reporting:

- The Committee will review management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year, and the independent registered public accounting firm's annual report on (i) management's assessment and (ii) the effectiveness of internal control over financial reporting.
- The Committee will discuss with the independent registered public accounting firm the characterization and nature of any significant deficiencies or material weaknesses in internal control over financial reporting and any differences between management's assessment of the deficiencies and the independent registered public accounting firm's assessment. The Committee will also discuss with management its remediation plan to address any internal control deficiencies.

As of the end of each fiscal quarter, the Committee shall discuss with management, the internal auditors and the independent registered public accounting firm any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed in the Company's periodic reports with the SEC.

IX. This Committee will review disclosures made by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls. The Committee will also review and discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act.

- X. This Committee will periodically review with management:
1. A report obtained from the independent registered public accounting firm, in connection with any audit relating to the Company's annual audited financial statements, describing (i) all critical accounting policies and practices used, (ii) all alternative treatments of financial information within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, (iii) ramifications of the use of such alternative disclosures and treatments and (iv) the treatment preferred by the independent registered public accounting firm.
  2. Other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.
  3. Critical audit matters to be disclosed in the independent registered public accounting firm's audit opinion.
- XI. This Committee will discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- XII. The Committee will consider any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Audit Committee by the independent auditors required by or referred to in applicable Public Company Accounting Oversight Board (the "PCAOB") or other applicable standards, including, as applicable, reports and communications related to:
1. the overall audit strategy, including the timing of the audit, significant risks the independent auditors identified, and significant changes to the planned audit strategy or identified risks;
  2. the extent to which the independent auditors intend to use the Company's internal auditors in the audit;
  3. deficiencies, including significant deficiencies or material weaknesses, in internal control identified during the audit or other matters relating to internal control over financial reporting;
  4. consideration of fraud in a financial statement audit;
  5. detection of illegal acts;
  6. the independent auditors' responsibility under generally accepted auditing standards;

7. any restriction on audit scope;
8. significant accounting policies;
9. significant issues discussed with the national office respecting auditing or accounting issues presented by the engagement, or other difficult or contentious matters for which the independent auditors have consulted outside the engagement team;
10. a description of the process management used to develop critical accounting estimates, including the significant assumptions underlying highly subjective estimates;
11. any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed (as immaterial or otherwise);
12. the responsibility of the independent auditors for other information in documents containing audited financial statements;
13. disagreements with management;
14. consultation by management with other accountants, information about other accounting firms or other persons performing audit procedures, and the basis upon which the independent auditors can serve as principal auditor if significant parts of the audit will be performed by other auditors;
15. major issues discussed with management prior to retention of the independent auditors;
16. difficulties encountered with management in performing the audit;
17. the independent auditors' judgments about the quality of the entity's accounting principles;
18. reviews of interim financial information conducted by the independent auditors;
19. the responsibilities, budget and staffing of the Company's internal audit function;
20. significant transactions that are outside the ordinary course of business or unusual; and
21. other matters arising out of the audit that are significant to the oversight of the company's financial reporting process, including complaints or concerns

regarding accounting or auditing matters that have come to the independent auditors' attention.

XIII. With respect to the oversight of the Company's independent registered public accounting firm, this Committee will:

1. At least annually, review and evaluate the qualifications, performance and independence of the lead partner of the independent registered public accounting firm team.
2. Obtain and review the Auditors' Statement as described above.
3. At least annually, evaluate the qualifications, performance and independence of the independent registered public accounting firm, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors, and reviewing and satisfying itself that the independent registered public accounting firm complies with the required qualifications for independent public accountants under FDIC regulations set forth at 12 C.F.R. Sections 363.3(f) and (g) and guidelines 13 through 16 set forth in Appendix A to 12 C.F.R. Part 363.
4. Discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner and consider whether there should be a rotation of the independent registered public accounting firm on a regular basis.
5. Establish policies for the Company's hiring of employees or former employees of the independent registered public accounting firm who participated in any capacity in the audit of the Company.
6. Regularly review with the independent registered public accounting firm any difficulties encountered in the course of the audit work, including any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information, and management's response. To the extent deemed necessary and appropriate by the Committee, it can discuss with the national office of the independent registered public accounting firm issues on which they were consulted by the Company's audit team and matters of audit quality and consistency.
7. Meet with the independent registered public accounting firm prior to the audit to review and discuss their proposed audit scope, approach, planning and staffing, including coordination with internal audit.
8. Review with management the engagement letter and any related agreements with the independent registered public accounting firm including any limitation of liability provisions not permitted under FDIC regulations, including 12 C.F.R. Section 363.5(c).



9. Be familiar with the notice requirements in 12 C.F.R. Section 363.4(d) and guideline 20 set forth in Appendix A to 12 C.F.R. Part 363 regarding the selection, change or termination of the independent registered public accounting firm, including that management send a copy of any notice required under 12 C.F.R. Section 363.4(d) to the independent registered public accounting firm when it is filed with the FDIC.
10. Obtain from the independent registered public accounting firm assurance that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the independent registered public accounting firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act (relating to such firm's duty to report illegal acts).

XIV. This Committee will have oversight of the Company's internal audit functions to ensure such activities are conducted in accordance with professional standards and are designed to provide an effective system of internal controls. With respect to oversight of the Company's internal audit function and related matters, this Committee will:

1. Approve decisions regarding the hiring and appointment (and removal) of the Chief Internal Audit Officer and any third-party co-sourcing services, including compensation;
2. Review the performance of the Chief Internal Audit Officer and concur with the annual performance evaluation and related compensation/salary adjustment;
3. Conduct, at a minimum, an annual review with the Chief Internal Audit Officer and approve the internal audit department charter, budget and staffing levels; review performance relative to the internal audit plan and any major changes to the annual plan; and review the overall risk-assessment methodologies;
4. Review the significant reports to management prepared by the internal auditing department and the independent auditors, and management's responses;
5. Discuss with the Chief Internal Audit Officer, independent registered public accounting firm and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit; and
6. Review with the Chief Internal Audit Officer any significant difficulties or disagreements with management or scope restrictions encountered by the Internal Audit Department while executing its internal audit plan.

XV. This Committee will establish and maintain procedures for the receipt, retention and treatment of "whistleblower" or other complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- XVI. This Committee will discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- XVII. This Committee will review with the Company's General Counsel legal matters that the Committee believes may have a material impact on the financial statements and any material reports or inquiries received from regulators or governmental agencies.
- XVIII. This Committee will prepare, or cause to be prepared subject to this Committee's review and approval, a report in a form and covering the matters required by the rules of the SEC to be included in the Company's proxy statement relating to the annual meeting of stockholders.
- XIX. This Committee will meet separately, periodically, in executive session with a) management, b) the independent registered public accounting firm, and c) the managers of the internal audit department, to discuss any matters that the Committee or any of these persons believes should be discussed in the interest of fulfilling the purpose, responsibility and authority of the Committee or any of these persons. This Committee will also conduct special meetings as it determines necessary and appropriate in addition to regular meetings.

## **COMMITTEE STRUCTURE AND OPERATIONS**

In the event of a tie vote on any issue, the Chair's vote shall decide the issue. This Committee shall meet at least four times annually to discuss with management the annual audited financial statements and quarterly financial statements. The Committee shall keep records of all of its proceedings and report the results of its activities to the Board of Directors on a regular basis. The Committee should meet separately periodically with management, the Chief Internal Audit Officer and the independent auditors to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee may request any officer or employee of the Company or the Company's outside advisors or independent auditors 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.

## **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. The Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors, provided that any such approvals are presented to the Committee at its next scheduled meeting.