

**CHARTER OF THE
JOINT ENTERPRISE RISK 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 Enterprise Risk Committee (the “Committee”) with the authority, responsibility and specific duties as described in this Charter. Where applicable, references herein to the “Company” are Banc of California, Inc. and Banc of California, N.A., as applicable, and references herein to the “Board” are the Boards of Directors of Banc of California, Inc. and Banc of California, N.A., as applicable.

PURPOSE.

The Committee is appointed to assist the Board in its oversight of risk management activities, including the establishment of the Company’s enterprise risk management framework and associated policies and practices. The Committee is also appointed to assist the Board of Directors of the Bank in fulfilling its responsibilities for supervising the fiduciary activities of the Bank to ensure the proper exercise of the Bank’s fiduciary powers. In addition, the Committee is appointed to assist the Board in its oversight of the credit processes and asset quality of the Company and compliance with applicable regulatory requirements with respect thereto. The Committee will coordinate with the Joint Audit Committee for review of the Company’s financial and operational risks, corporate-wide compliance and other areas of the Audit Committee’s responsibility or with the Joint Compensation, Nominating and Corporate Governance Committee for review of compensation-related risks. While the Committee has the authority and responsibilities set forth in this charter, management is responsible for designing, implementing and maintaining effective credit processes and acceptable asset quality.

COMPOSITION.

The Committee shall be comprised of three or more directors, including a Chair, as determined by the Board, considering the recommendations of the Joint Compensation, Nominating and Corporate Governance Committee of the Board and subject to any committee composition requirements under any applicable law, rule or regulation. Committee members may be replaced by the Board at any time.

RESPONSIBILITIES AND AUTHORITY.

The Committee’s responsibilities and authority include the following:

1. Oversee management’s design and implementation of an appropriate enterprise-wide process to identify, prioritize, measure and monitor significant risks, including, without limitation, operational, technology, information security, compliance, legal, reputational, strategic, credit, interest rate and liquidity risks.

2. Review, approve and oversee the operation of the Company's enterprise-wide risk management framework, including processes, documentation, reporting and mitigation efforts, as relevant.
3. Provide oversight and strategic direction to management for developing and maintaining risk appetite guidelines by risk type and business line, and approve such guidelines. Receive reports from management personnel on the Bank's adherence to risk appetite guidelines.
4. Oversee the Company's compliance with legal and regulatory requirements, including by reviewing significant pronouncements and changes to regulatory requirements. In this regard, the Committee will obtain reports from management, including as appropriate the managers in the areas of human resources, risk management, internal audit and legal and compliance, with regard to whether the Company is in conformity with applicable legal and regulatory requirements and the Company's Code of Business Conduct and Ethics and will review with management its periodic evaluation of the effectiveness of its compliance programs. The Committee shall also review with management the Company's overall anti-fraud programs and controls.
5. Evaluate the following with respect to the fiduciary activities of the Bank:
(i) proper exercise of fiduciary powers; (ii) adequacy of management, staffing, systems and facilities; (iii) adequacy of ethical standards, strategic plans, policies and control procedures; (iv) investment performance; (v) adequacy of risk management and compliance programs; and (vi) regulatory examination, and internal and external audit results;
6. Define and delegate operating responsibilities and duties with respect to the fiduciary activities of the Bank to appropriate trust officers and/or committees designated by the Committee, and designate the officers or employees responsible for custody of trust investments in conformity with 12 C.F.R. Section 9.13(a).
7. Ensure appropriate policies and procedures are in place for adherence to the self-dealing and conflicts of interest provisions under 12 C.F.R. Section 9.12.
8. Within the scope of its authority, conduct reviews or investigations as it deems necessary or appropriate to carry out its duties, and in this regard the Committee will have full access to all books, records, facilities and personnel of the Company and its subsidiaries, and the power to retain independent legal, accounting or other advisors or experts, as it deems necessary or appropriate to carry out its duties.
9. Review significant reports from regulatory agencies relating to risk management and compliance issues, and management's responses.
10. Oversee the Company's stress testing policy and framework.

11. Review the Bank's compliance with CRA laws, rules and regulations.
12. Receive and review the reports of examination of the Bank by regulatory authorities concerning CRA compliance, consider the responses of management with respect thereto and render a report to the Board with respect thereto.
13. Review CRA-related community relationships and special initiatives in the communities in which the Bank operates.
14. Review the Bank and Company's Annual Community Development/CRA Plan.
15. Oversee the Company's credit processes and credit culture.
16. Review reports from the Company's credit review function (external or internal) regarding the rating of the Company's loans, the adequacy of the documentation in the Company's credit files and the adherence of the Company to its credit policies, including any other significant reports to management and management's responses thereto.
17. Approve annually the engagement of any consultants hired to perform a credit review function.
18. Review and approve credit intensive new products or businesses areas.
19. Review the loan portfolio composition, concentrations of credit, and trends. Approve related board-level credit and concentration risk limit exceptions and review management-level credit and concentration risk limits exceptions, as appropriate.
20. Review the Company's monitoring and management of past due and nonperforming loans and foreclosed assets.
21. Review and approve credit policies and programs.
22. Review the established monitoring and reporting systems that focus on the measurement of current and future exposure to credit losses.
23. Review the Company's Current Expected Credit Loss framework with regard to key credit risk methodology assumptions.
24. Review the methodology used by management to estimate the allowance for credit losses.
25. Review management's methodology and process behind the quarterly provision for credit losses and the adequacy of the allowance for credit losses at each quarter's end.

26. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate and perform any other duties or responsibilities delegated to the Committee by the Board from time to time or assigned to the Committee by applicable law, rule or regulation.
27. Review and reassess the adequacy of this Charter at least annually and recommend changes to the Board when necessary or appropriate.
28. Annually evaluate its own performance, comparing its performance with the requirements of this Charter, and review such evaluation with the Board.

Management of interest rate and liquidity risk shall primarily be overseen by the Joint ALCO Committee of the Board.

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. 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 to discuss any matters that the Committee or management believe should be discussed privately. The Committee may request any officer or employee of the Company or the Company's outside advisors 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.

Relationships with consultants, legal counsel, or other advisors, shall be disclosed, to the extent required, in accordance with Securities and Exchange Commission rules and regulations, and other applicable law.

The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other advisor retained by the Committee.

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.