

**CHARTER OF THE
JOINT COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
OF THE BOARDS OF DIRECTORS OF
BANC OF CALIFORNIA, INC. AND BANC OF CALIFORNIA, N.A.**

(Effective June 13, 2019)

The Boards of Directors of Banc of California, Inc. and Banc of California, N.A. have established a Joint Compensation, Nominating and Corporate Governance 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” 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 of Directors to assist the Board in discharging its responsibilities, as more fully set forth below, relating to the following:

- Review and approval of director and officer compensation plans, policies and programs,
- Determine, or recommend to the Board for its determination, the compensation of the Company’s Chief Executive Officer and all other executive officers of the Company,
- Produce a compensation committee report on executive compensation for inclusion in the Company’s annual proxy statement and/or annual report on Form 10-K in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”),
- Assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board,
- Recommend to the Board director nominees, including nominees for election at annual meetings of shareholders and appointments to fill any vacancies on the Board,
- Develop and recommend to the Board a set of corporate governance guidelines and other policies and guidelines which the Committee determines necessary or appropriate for adoption by the Company, including standards to be applied in making determinations as to the absence of material relationships between the Company and a director,
- Lead the Board in its annual review of the Board’s performance, and the performance of various Committees of the Board, and
- Recommend to the Board the membership of each Board Committee.

MEMBERSHIP AND MEETINGS.

The Committee shall be comprised of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”), including the additional independence requirements specific to compensation committee membership set forth in the NYSE Listed Company Manual, and at least two of whom shall be “Non-Employee Directors” as defined in Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”), and “outside directors” as defined for purposes of Section 162(m) of the Internal Revenue Code, as

amended, and the regulations thereunder (“Section 162(m)”). In determining whether a director is eligible to serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to (1) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to the director, and (2) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Members of the Committee, including a Chair, shall be appointed by the Board and may be replaced by the Board at any time.

COMMITTEE RESPONSIBILITIES AND AUTHORITY.

Compensation Matters

The Committee’s responsibilities and authority with respect to compensation matters include the following:

1. Review annually, and have responsibility and authority for approving, or recommending to the Board for its approval, management’s recommendations and criteria for the overall annual compensation to be paid to or accrued for all officers and employees in the aggregate.
2. Review annually, and have responsibility for determining or recommending to the Board for its determination, compensation, including salary, bonus and other perquisites and benefits, of the Chief Executive Officer, the other executive officers of the Company, and all other officers earning total compensation of \$1,000,000 or more.
3. Review and approve corporate goals and objectives relevant to the Chief Executive Officer’s compensation, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company’s Chief Executive Officer in past years.
4. Make recommendations to the Board with respect to non-CEO executive officer compensation and incentive-compensation and equity-based plans in each case that are subject to Board approval.
5. Review upon new hire, and have responsibility and authority for approving or ratifying, or recommending to the Board for its approval or ratification, the terms of employment, including compensation, title, reporting relationship, authority, duties and responsibilities, of the Chief Executive Officer, the other executive officers of the Company, and all other officers earning total compensation of \$1,000,000 or more.

6. Review and recommend to the Boards of Directors of the Company and the Company's subsidiaries, as applicable, changes to the compensation and benefits provided to directors of the Company and its subsidiaries, including as members of any Board committees.
7. Review, and have responsibility and authority for approving or recommending to the Board for approval:
 - The terms of employment contracts and termination agreements with the Chief Executive Officer and any other executive officers;
 - The terms of any change in control agreements or plans; and
 - The recommendations of management to promote any person to an officer position of Executive Vice President or higher.
8. Review, and recommend to the Board of Directors for approval, subject as necessary or appropriate to stockholder approval, stock option plans and other equity based compensation plans that permit payment in or based upon the Company's stock.
9. Review, and have responsibility and authority for approving or recommending to the Board for its approval:
 - Other compensation plans (and material amendments thereto) in which the Company's directors, Chief Executive Officer, other executive officers and/or other officers earning total compensation of \$1,000,000 or more participate; and
 - Other broadly-based compensation plans (and material amendments thereto) which, by their terms, are available to employees or officers or directors.

Except as otherwise specifically provided in this Charter, or otherwise requested of, referred to or initiated by the Committee, the Committee shall not be required to review or approve a compensation plan if it is available only to a limited category or number of non-executive personnel and provides for aggregate payments not material to the Company.

10. Administer the Company's stock option plans and other equity based compensation plans that permit payment in or based upon the Company's stock, which shall include:
 - Reviewing the plans, from time to time as the Committee deems appropriate, including the structure, intended goals and methodology of execution, to determine if the goals and objectives of the plans are being fulfilled;
 - Issuing grants under the plans, reviewing management's recommendations for grants to employees and reviewing (subject to Board approval) grants of non-employee director awards;
 - Interpreting, establishing and amending the provisions of the plans, subject to any limitations set forth in the plans or in any applicable laws and regulations; and
 - Reviewing, and recommending to the Board of Directors for approval, subject as necessary or appropriate to stockholder approval, material amendments to the plans.
11. Appoint the administrator of, or the members of the committee which serves as the administrator of, such other compensation plans for which the Company is required or

authorized to designate an administrator and administer such other compensation plans for which the Committee is designated as the administrator, and oversee the activities of such administrator.

12. Report to the Board of Directors regarding such other matters relating to the compensation of the Company's officers as may be requested of or referred to by the Board or initiated by the Committee.
13. Review the talent planning and executive recruiting processes and the engagement of search firms to assist with these processes as the Committee deems appropriate.
14. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's proxy statement and/or annual report on Form 10-K by the rules and regulations of the SEC and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. Issue a report to appear in the annual report on Form 10-K and/or annual proxy statement stating that the Committee has conducted such review and made such recommendation.
15. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee.
16. To the extent required under the NYSE Listed Company Manual, the Committee may select or receive advice from any compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after considering all factors relevant to that person's independence from management including the following:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

17. As the Committee deems appropriate, review the Company's employee compensation policies and practices to determine whether such policies or practices create risks that are reasonably likely to have a material adverse effect on the Company.
18. The Committee shall review the Company's policies regarding the tax deductibility of compensation paid to the Company's executive officers for purposes of Section 162(m).
19. The Committee shall have the authority to 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, regulation or stock exchange listing standard.

Nominating and Corporate Governance Matters

The Committee's responsibilities and authority with respect to nominating and corporate governance matters include the following:

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee will, as appropriate, seek individuals qualified to become Board members for recommendation to the Board for appointment or nomination for election as directors. The Committee is responsible for identifying, screening and recommending to the Board candidates for membership on the Board, including nominees proposed by shareholders, in accordance with the Company's bylaws and applicable law. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines and such other factors as it deems appropriate. Final approval of any candidate shall be determined by the full Board.
3. The Committee will oversee and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Committee will also oversee the evaluation of management in meeting its responsibilities under the Company's corporate governance guidelines.
4. The Committee shall annually assess the independence of the Board members.
5. Report to the Board of Directors regarding such other matters relating to the general duties, size and composition of the Board of Directors and its committees as may be requested of, referred to or initiated by the Committee.
6. Recommend to the Board committee assignments and committee chairs on all committees of the Board and recommend committee members to fill vacancies on committees as necessary.
7. The Committee shall have the authority to review, oversee and approve or ratify, or recommend to the Board for approval or ratification, any insider or related party transactions

(as defined in Item 404 of Regulation S-K), as and to the extent provided in the Company's Related Party Transactions Policy. The Committee shall report to the Board with respect to any related party transactions approved or ratified by the Committee. The Committee also shall consider issues brought to its attention involving other possible conflicts of interest involving directors and executive officers.

8. The Committee will review the appropriateness of the continued service on the Board of any non-employee director who has changed his or her employment or occupation, in light of his or her changed responsibilities, association or circumstances, and recommend, as appropriate, action by the Board to accept or reject any offered resignation of such director.
9. The Committee will oversee the areas of director orientation, continuing education and professional development, as contemplated by the Company's corporate governance guidelines.
10. The Committee will assist the Board with succession planning for the position of CEO and senior management. The Committee will review plans for succession with input from the CEO. The Committee will advise on succession planning and any development recommendations for key management officers of the Company and its principal subsidiaries.
11. The Committee shall have the authority to perform any other activities consistent with this Charter and the Company's corporate governance guidelines 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, regulation or stock exchange listing standard.

ASSESSMENT OF ADEQUACY OF CHARTER AND SELF-ASSESSMENT

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its own performance, comparing its performance with the requirements of this Charter, and review such evaluation with 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 SEC 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. In particular, the Committee may delegate the approval of equity-based award grants and other transactions and other responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for purposes of Rule 16b-3, and/or (ii) “outside directors” for purposes of Section 162(m).