



**PROCEDURES FOR HANDLING
COMPLAINTS REGARDING ACCOUNTING,
INTERNAL CONTROL AND AUDITING
MATTERS AND OTHER REPORTS OF
CONCERN**

POLICY ****

Policy Section:	****	
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Related Documents	
Title	Link
Shareholder Communications Policy	[link]

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1. INTRODUCTION

These Procedures for Handling Complaints regarding Accounting, Internal Control and Auditing Matters and other Reports of Concern (the “Policy”) are an internal policy of PacWest Bancorp (“Bancorp”) and its subsidiaries (collectively referred to as the “Company”). As part of the Company's procedures for receiving and handling complaints or concerns about the Company's conduct, the Audit Committee (the “Committee”) of the Bancorp Board of Directors (the “Board”) has established the following procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters or other matters of concern.

This Policy does not create rights or obligations to the Company's current or future customers or its shareholders. It is an internal document adopted in accordance with applicable laws and regulations. In accordance with these laws and regulations, this Policy may be modified, restated and/or amended at any time at the discretion of the Company. The Bancorp General Counsel has authority to make non-material amendments to this Policy in their sole discretion and shall promptly report any such amendments to all employees whose responsibilities are affected by this Policy.

2. SCOPE

All employees of the Company whose responsibilities are affected by this Policy are required to maintain familiarity with the requirements of the regulations discussed herein and to comply with the procedures outlined in this Policy and any other policies, procedures or regulations referenced herein.

3. POLICY OBJECTIVE

The Board, executive management, officers and employees of the Company are committed to complying with this Policy. The Company recognizes the risks associated with noncompliance in the form of litigation, adverse publicity, and its reputation.

No right or privilege of the Company, nor obligations of confidentiality, are intended to be waived nor shall be deemed to be waived pursuant to this Policy.

4. GOVERNANCE AND STRATEGIC OBJECTIVES

The Bancorp General Counsel and his/her designees will be responsible for the interpretation of this Policy and will advise and counsel the Board, the Committee and Company regarding compliance with this Policy and applicable laws.

5. THE POLICY

A. ANONYMOUS REPORTING SYSTEM

The Company has established and published on its Intranet website a special toll-free phone number (1-866-ETHICSP or 1-866-384-4277) and an Internet link to a web-based system, EthicsPoint, for receiving anonymous complaints regarding accounting, internal accounting controls, auditing matters, and other matters of concern, including, without limitation, the following:

- a) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- b) fraud or deliberate error in the recording and maintaining of financial records of the Company;
- c) deficiencies in or noncompliance with the Company's internal accounting controls;
- d) misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- e) deviation from full and fair reporting of the Company's financial condition; and
- f) other matters of concern not specifically related to accounting, internal controls or auditing.

B. PROCEDURES

The members of the Committee and the Company's Conduct and Ethics Committee are designated recipients of reports made on the Company's anonymous reporting system. All such complaints and expressions of concern will be investigated in the ordinary course by the Bancorp General Counsel, with assistance from the other members of executive management who receive such reports, unless otherwise instructed by the Committee.

The Company will provide notice to the Chairman of the Committee of the Company's receipt of all complaints or expressions of concern regarding accounting, internal accounting controls or auditing matters. Complaints or concerns that do not relate to accounting, internal control or auditing matters will be reviewed by the Bancorp General Counsel. The Bancorp General Counsel, in consultation with appropriate members of executive management, will determine whether or not to conduct an investigation of such complaint or concern, and if so, how to proceed.

Descriptions of all such complaints and expressions of concern will be provided to the Chairman and, if requested, to all or designated members of the Committee.

In the event that a complaint or expression of concern of the type referenced above is received and on its face, involves directly or indirectly, an executive officer or director of the Company, the complaint or expression of concern will be referred immediately to the Chairman of the Committee for review and further assignment for investigation.

C. GOOD FAITH REPORTING

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding accounting or auditing matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

D. PERSONS OUTSIDE THE COMPANY

Persons outside of the Company who have complaints regarding accounting or auditing matters may communicate such complaints by following the procedures set forth in the Shareholder Communications Policy available on the Corporate Governance portion of the Company's website (www.pacwestbancorp.com).

E. TRAINING

All employees of the Company whose responsibilities are affected by this Policy are required to participate in annual training with respect to this Policy and any other policies, procedures or regulations referenced herein.

F. RECORD RETENTION

The Bancorp General Counsel will maintain a record of all complaints, tracking their receipt, investigation and resolution and upon request shall prepare a summary report thereof for the Committee. Copies of complaints and any related records will be maintained in accordance with the Company's Record Retention Policy.

This Policy will be posted to the Corporate Governance portion of the Company's website (www.pacwestbancorp.com).