



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

POLICY 455

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Date of Current Approval:	May 2019	Supersedes Policy Dated:	May 2018
Approval Frequency:	Annually	Scheduled Approval Quarter:	2nd
Management Committee Approval:	N/A		
Board Committee Approval:	Audit Committee		
Bank Board Approval:	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No
Holding Company Board Approval:	<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No

Related Documents	
Title	Link
Shareholder Communications Policy	[link]

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1. INTRODUCTION

This Policy for Handling Complaints regarding Accounting, Internal Control and Auditing Matters and other Reports of Concern (the “Policy”) is an internal policy of PacWest Bancorp (“Bancorp”) and its subsidiaries including Pacific Western Bank (collectively referred to as the “Company”).

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 her 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 Audit Committee (the “Committee”) of the Bancorp Board of Directors (the “Board”) has established this Policy to address (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.

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 her designees are responsible for the interpretation and administration of this Policy and will advise and counsel the Board, the Committee and Company regarding compliance with this Policy and applicable laws.

The Bancorp General Counsel is responsible for posting this Policy to the Corporate Governance portion of the Company’s website.

5. 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. TREATMENT OF COMPLAINTS AND EXPRESSIONS OF CONCERN

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 expression of 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.

E. 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.

6. AUDIT

This Policy will be audited in accordance with the Internal Audit Plan and/or the external auditor and is subject to regulatory examination.

7. TRAINING

All employees of the Company whose responsibilities are affected by this Policy are responsible for maintaining familiarity with this Policy and its requirements.