



**Banc of California, Inc.**  
**Banc of California Supplier Code of**  
**Conduct**

**Purpose**

This Supplier Code of Conduct (Code) sets out the minimum principles that we expect You to follow while providing products or services to Banc of California, Inc. (the Company), Banc of California (the Bank), to any of our affiliates, or on behalf of the Company or Bank to our customers. **You or Your** means a supplier, whether as an individual or as a company, including the supplier's officers, directors, employees, contractors or subcontractors. You and Your team engaged in providing products and services are expected to read, understand, and act in accordance with this Code.

The Company and Bank are committed, wherever possible, to source products and services from suppliers who respect human rights, ethics, and have responsible policies and practices. The Company and Bank expect You to conduct operations in accordance with this Code and to enact and enforce policies and practices in support of these principles. The Company and Bank reserve the right to screen, and to carry out assessments of the practices of our suppliers to ensure alignment with this Code. This may include a self-assessment by You or a request for additional information, or site visits. If You violate this Code, the Company or Bank shall have the right to require You to complete a corrective action plan until a satisfactory level of improvement is reached or will have the right to terminate its relationship with You immediately at the Service Agreement or schedule level.

**Section 1: Requirements For Doing Business with the Company and/or Bank**

**A. Gifts**

The Company and Bank do not condone acts that would or could be perceived as influencing actions or to gain an advantage with the Company or Bank. You should not give or offer anything of value to employees; Company or Bank employees are prohibited from soliciting or encouraging gifts from You.

Gifts from You for the benefit of those associated with the Company or Bank are only permitted under the following limited circumstances.

- Gifts based on a family relationship or gifts of a reasonable value based on a personal relationship where that relationship is the obvious motivating factor for the gift;
- Advertising or promotional material with a value of less than \$100;
- Gifts with a value of less than \$100 related to commonly recognized events such as a promotion, religious holiday, wedding or retirement;
- Offering customary hospitality (business luncheons, dinners, golf outings, ball games, etc.) where it is directly related to business activities and provided that the expense would be paid for by the Company or Bank if not paid for by another party. Any entertainment beyond that scope or of a

frequent nature (more than twice a year by the same party) must be pre-authorized by the General Counsel of the Company;

- Discounts or rebates on merchandise or services that do not exceed those available to other customers of Yours; or
- Awards for recognition of service or accomplishment from civic, charitable, educational or religious organizations.

Cash, gift cards, lines of credit, instruments of ownership (e.g., stock certificates) or any other thing of value redeemable for cash are never permissible as a gift.

## **B. Conflicts of Interest**

You must exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict of interest. If a conflict of interest exists, You must notify your Company or Bank business contact. A “conflict” means any situation where Your interests may conflict, or be perceived to conflict, with the interests of the Company or Bank.

## **C. Political Activities and Lobbying**

You will not make any political contributions or present any gifts in the name of the Company or Bank to any candidate for public office or elected officials, and You will ensure that any recipient of Your own political contributions (including any affiliated political action committees) does not represent an endorsement from the Company or Bank. Unless given prior written approval, You may not undertake activities on the Company or Bank’s behalf that would require registration as a lobbyist.

# **Section 2: Your Commitments to Company, Bank and Third Parties**

## **A. Privacy; Confidential Information**

To protect the Company or Bank’s confidential information, You shall use the same care and precaution as You would in protecting Your own highly confidential, proprietary information and trade secrets, and no less than a reasonable standard of care. It is the policy of the Company and Bank that You adhere to all appropriate privacy, information security, and data security laws and regulations and ensure customer information is held in the strictest confidence in compliance with such laws and regulations.

## **B. Honesty, Fair Dealing and Bribery, and Anticorruption**

You will always endeavor to deal fairly, in good faith and in a non-discriminatory manner with Company and Bank customers, suppliers, competitors, business partners, regulators, and employees. You are not to make any facilitation payments to influence or to obtain any advantage for the Company or Bank.

The Company and Bank does not tolerate bribery or corruption in any form. You will comply with all anti-money laundering, anti-bribery and anti-corruption laws. You will not give, or offer anything of value to anyone, whether a government official or corporate representative, to influence actions or to obtain an improper advantage for the Company, Bank, itself or any third party.

### **C. Compensation and Working Hours & Conditions**

You are required to comply with all applicable wage and hour labor laws and regulations governing employee compensation, reimbursements, taxes and working hours, including all laws that address child labor, forced labor, slavery, and human trafficking.

### **D. Health and Safety**

You are required to provide a non-violent and safe work environment, free of threats, intimidation and physical harm, which also supports accident prevention and minimizes exposure to health risks. You are required to comply with all applicable occupational safety and health laws and regulations in the jurisdictions in which You operate.

### **E. Discrimination & Diversity**

You are required to comply with all applicable laws concerning discrimination in hiring and employment practices, including equal pay and nondiscrimination. The Company and Bank encourages You to provide an inclusive and supportive working environment, free of harassment and discrimination, in which all employees are valued and empowered to succeed (including the use of minority-owned and other diverse businesses).

The Company and Bank have a Supplier Diversity Policy. Any representations you make to the Company or Bank related to your status as a “diverse supplier” must be accurate and truthful and you agree to inform us if that status changes at any time.

## **Section 3: Your obligations using Social Media (External and Internal)**

For the purposes of the Code, social media is defined as interactive online communications in which users can generate and share content through text, images, audio, video and/or other multimedia and technologies accessed through any technological platform (such as desktop computer, laptop, smart phone and tablet) that enable social interaction.

You must not publicly communicate anything related to the Company or Bank’s business or speak to the press or any media outlet about Company or Bank without Company or Bank’s specific prior written authorization. You may not make any public announcements about Your provision of goods or services to the Company or Bank. Use of the Company, Bank or affiliates’ names or trademarks in connection with any advertising or promotional materials or activities, in a Web site, in a press release, on social media, or in other written communications, or services, materials or products provided to, other third parties, is strictly forbidden, unless specifically authorized in the Service Agreement.

## **Section 4: Raising Concerns or Reporting Questionable Behavior**

To report questionable behavior or a possible violation of this Code, you are encouraged to work with your primary contact at Company or Bank in resolving the concern. If that is not possible or appropriate, please send an email to [procurement@bancofcal.com](mailto:procurement@bancofcal.com).