



CORPORATE GOVERNANCE GUIDELINES

Introduction

The Board of Directors (the “**Board**”) of Western Alliance Bancorporation (the “**Company**”), acting on the recommendation of its Nominating and Corporate Governance Committee (the “**Governance Committee**”), has adopted these corporate governance principles (the “**Guidelines**”) to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions. These Guidelines are in addition to and are not intended to change or interpret any federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or Bylaws of the Company. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to alteration as circumstances warrant.

Role and Composition of the Board of Directors

1. General Responsibilities. The business and affairs of the Company are managed under the direction of the Board in accordance with Delaware law. The Board’s responsibility is to provide direction and oversight. The Board establishes the strategic direction of the Company and oversees the performance of the Company’s business and management. The management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company’s strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company.
2. Management Oversight. The Board has the responsibility to select and make decisions about the retention of the Company’s Chief Executive Officer (“**CEO**”), and to approve the selection and oversee the performance of other executive officers.
3. Director Independence and Qualifications. A majority of the Board shall be independent of management, in fact and appearance, as determined by the Board. For purposes of these Guidelines, an “**Independent Director**” is a director for whom the Board has made an affirmative determination that such director satisfies the standard for an “independent director” as set forth by the Securities and Exchange Commission (“**SEC**”), New York Stock Exchange (“**NYSE**”) and other agencies having jurisdiction over the Company. The Board shall review and determine each director’s independence annually. The Governance Committee identifies director candidates, reviews the qualifications and experience of each person considered as a nominee for election or reelection as a director and recommends director nominees to fill vacancies on the Board and for approval by the

Board and the stockholders. The Board shall meet all applicable independence and other qualification standards of the SEC and NYSE.

4. Board Size. The Bylaws of the Company provide that the number of directors shall not be fewer than eight or more than seventeen, with the number to be fixed from time to time by the Board. It is the policy of the Company that the number of directors should not exceed a number that can function efficiently as a body. The Governance Committee considers and makes recommendations to the Board concerning the appropriate size of the Board, taking into account the needs of the Board and the Board committees and the frequency of meetings.
5. Director Commitments. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. While the Company acknowledges the value of having directors and officers with significant experience in other businesses and activities, directors are expected to ensure that other commitments, including outside board memberships, do not interfere with their duties and responsibilities as members of the Company's Board or present a potential conflict of interest. A director may not serve on the boards of more than three other public companies or, if the director is an active executive officer of another public company, on the boards of more than two other public companies. In addition, directors must notify the Governance Committee before accepting an invitation to serve on the board of any other public or other nonpublic for-profit entity, and must not accept such service until the Governance Committee has determined that service on such other board would not interfere with their duties and responsibilities as members of the Company's Board, or create regulatory issues or potential conflicts of interest, and would not conflict with Company policies. The Governance Committee may consider a director's other commitments and outside board memberships as part of its annual re-nomination review to ensure compliance with these Guidelines.
6. Required Resignation. It is understood that if a director has a significant change in his/her principal employment or occupation, has a material change in his/her employment responsibilities, or is unable to attend at least seventy-five percent of the regular Board meetings and meetings of committees on which he/she serves in a given year, the director shall promptly report such change to the Board and, upon request of the Board, shall tender his or her resignation from the Board. Any director who is convicted of a violation of any law, rule or regulation (other than a minor traffic violation or similar offense), or shall otherwise engage in an activity that brings disrepute to the Company, shall offer to resign from the Board. Any employee director whose employment is terminated by the Company and/or its subsidiaries shall immediately tender his or her resignation from the Board. If a nominee in an uncontested election is not elected by a majority vote as set forth in the Bylaws, then the Director shall offer to resign from his or her position as a Director. Unless the Board decides to reject the offer or to postpone the effective date of the offer, the resignation shall become effective 60 days after the date of the election. In making a determination whether to reject the offer or postpone the effective date, the Board shall consider all factors it deems relevant to the best interests of the Company. If

the Board rejects the resignation or postpones its effective date, it shall issue a public statement that discloses the reason for its decision.

7. Public and Shareholder Communication. It is the policy of the Company that management is responsible for the Company's public comments. When public comments from the Board are appropriate, in most instances they come from the Chairman. The Board deliberates as a group and acts as a single entity. From time to time, management may request that an individual director communicate with various constituents of the Company in furtherance of the Company's policy of open communication with institutional investors, other stockholders, the press and interested public.
8. Access to Management and Independent Advisors. Board members shall have full access to senior management and to information about the Company's operations. Non-employee directors are encouraged to contact senior managers of the Company without senior corporate management present. In addition, the Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors, as they deem necessary and appropriate.

Board Leadership Structure

The Board appoints the Chairman of the Board. Under the Company's bylaws, the Chairman of the Board is a discretionary position whose sole stated duty is to preside at meetings of the Board of Directors and meetings of stockholders, as well as to perform such other duties as assigned to him by the Board of Directors. The CEO is required to be a member of the Board of Directors, and has general supervision, direction and control of the business and officers of the Company. The positions of Chairman and CEO may be held by the same person or may be held by two persons.

The Board believes it is in the Company's best interest to determine on a case by case basis whether the offices of the Chairman and the CEO should be vested in the same person or two different people, or whether the Chairman should be an employee of the Company or should be elected from among the Independent Directors. The Board should have the flexibility to decide which arrangement is best for the Company at a given point in time.

In the event the Board elects to vest the offices of the Chairman and the CEO in the same person, it shall appoint a Lead Independent Director from among the Independent Directors. In such a leadership structure, the Board believes the position of Lead Independent Director will contribute to improved corporate performance in the following ways: (1) supporting effective communication and building a productive relationship between the CEO and other members of executive management and the Board; (2) leading the process for improving Board performance; and (3) assisting in a crisis.

In addition to the duties of all Directors, the specific responsibilities of an independent Chairman of the Board or Lead Independent Director, as the case may be, are as follows:

- Assist the CEO with setting the Board agenda and schedules;

- Preside at meetings in the absence of the CEO;
- Lead the Board in evaluating the CEO;
- Call for meetings of the independent and/or non-management directors as necessary, set the agenda and preside at such meetings;
- Provide feedback to the CEO and management team on issues of interest or concern to the Directors, including ensuring the Board has the information it has requested;
- Work with the Governance Committee regarding committee assignments, succession planning and Board candidates;
- Work with the Governance Committee to lead the Board and individual directors through an annual evaluation process;
- Assist new Board members and provide counsel needed to enable them to become active and productive contributors;
- Facilitate outside director action in a crisis;
- Stay informed about Company activities, strategies, performance and provide counsel and feedback to the CEO;
- Lead the Board to achieve consensus in its deliberations while reaching timely decisions;
- Lead the Board process to ensure focus on strategic issues rather than minutiae; and
- If requested, communicate directly with shareholders.

Meetings of the Board of Directors

1. The Chairman of the Board sets the agenda for Board meetings with the understanding that items pertinent to the advisory, monitoring and approval functions of the Board be presented in a timely fashion for review and/or decision. Any member of the Board may request that an item be included on the agenda. Any member of the Board may raise at any Board meeting subjects that are not on the agenda for that meeting. Minutes shall be kept of all Board meetings.
2. Board materials related to agenda items shall be delivered to directors sufficiently in advance of the scheduled Board meeting to allow the directors to prepare for discussion of the items at the meeting. Additional material shall be included in the directors' folders at the meeting, when appropriate. Members of the Board are expected to review all materials sent to them prior to a meeting before such meeting and be prepared to participate actively in the meeting.
3. Members of executive management may attend Board meetings or portions thereof for the purpose of making presentations, responding to directors' questions, and participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations.
4. The non-management directors will meet periodically, but at least two times a year, in executive session and will notify the Corporate Secretary of matters discussed and actions taken in executive session for inclusion in the meeting minutes. The independent Chairman of the Board or Lead Independent Director, as the case may be, shall lead executive sessions.

Committees of the Board of Directors

1. The Board has established five standing committees. The standing committees are the Audit Committee, the Compensation Committee, the Governance Committee, the Risk Committee and the Finance and Investment Committee. Each of the standing committees has its own charter. The Board may establish such other committees to assist it in carrying out its duties as it deems appropriate or desirable.
2. All of the members of the Audit, Compensation, and Governance Committees will be Independent Directors, and will meet such other criteria as may be provided in the charter of each respective committee. A majority of the members of the Risk Committee shall satisfy such criteria.
3. The Governance Committee annually makes recommendations to the Board with respect to the roles and responsibilities of the committees of the Boards, the appointment of committee members and Chairs, and the performance criteria for directors. The Governance Committee will oversee the self-evaluation process to be used by the Board and by each committee of the Board to determine their effectiveness and opportunities for improvement.
4. The Chair of each of the committees, with the assistance of appropriate members of management, develops the committee's agenda.
5. Materials related to agenda items shall be delivered to committee members sufficiently in advance of the scheduled committee meeting to allow the members to prepare for discussion of the items at the meeting. Additional material shall be included in the committee members' folders at the meeting, when appropriate.
6. The Board and each committee shall have complete access to the Company's legal, financial and other advisors, and have the power to hire, at the expense of the Company, independent legal, financial and other advisors, as they may deem necessary or desirable.

Board Role in Risk Oversight

The Board is charged with providing oversight of the Company's risk management processes. The Risk Committee is primarily responsible for overseeing the risk management function at the Company on behalf of the Board. The Risk Committee shall periodically report to the full Board on risk management. In addition to the Risk Committee, the other committees of the Board shall consider the risks within their areas of responsibility. For example, the Audit Committee shall review and monitor risks related to the Committee's financial reporting and the Compensation Committee shall identify and assess any risks associated with the Company's compensation programs. Likewise, the Company's executive officers shall make regular reports to the full Board of Directors regarding the risks within their areas of responsibility. For example, the Company's Chief Credit Officer shall report on the quality of the Company's credit portfolios, the effectiveness and administration of the Company's credit related policies, the Company's loan portfolio composition, and the results of internal credit examinations. Similarly,

the Company's Chief Financial Officer shall report to the full Board of Directors regarding the financial performance of the Company, risks related to capital and liquidity, and other matters related to financial risk assessment.

Board Compensation

The Board, upon the recommendation of the Compensation Committee, will establish the form and amount of compensation paid to Board members. Board members who are also employees of the Company shall not receive any additional compensation for serving on the Board of Directors and members who also serve as directors of one or more of the Company's subsidiaries shall not receive additional compensation for such service, except in special circumstances approved by the Board. The Compensation Committee will conduct an annual review of Board compensation, which may include information obtained from one or more third-party reports or surveys in order to compare the Company's Board compensation practices with those of other public companies of comparable size. In establishing the compensation paid to directors, the Board will consider that Board members' independence may be jeopardized if director compensation exceeds appropriate levels, if the Company makes substantial charitable contributions to organizations with which a Board member is affiliated, or if the Company enters into material consulting arrangements with (or provides other indirect forms of compensation to) a Board member or an organization with which a Board member is affiliated.

Performance Evaluation; Succession Planning

1. The Compensation Committee conducts a review of the performance of the CEO at least annually and reports the results of the review to the non-management directors. The non-management directors then communicate these results to the CEO. The non-management directors review and approve the specific criteria on which the performance of the CEO is evaluated.
2. The Governance Committee works with the CEO to plan for CEO succession, including plans for interim succession for the CEO in the event of an unexpected occurrence. Succession planning for the CEO and other members of executive management shall be reviewed by the Governance Committee at least annually or more frequently as it deems warranted.

Stock Ownership

The Board of Directors believes that it is important for the Company's future success that executive management and directors own and hold common stock of the Company to further align their interests and actions with the interests of the Company's stockholders. It therefore has adopted the Stock Ownership Guidelines attached hereto as Exhibit "A."

Director Education and Training

The Board of Directors believes that director training and education is an essential element of effective corporate governance and an important contributor to the Company's

ongoing success. It therefore has adopted the Director Training and Education Program attached hereto as Exhibit "B." Management and the Chairman of the Board shall also periodically provide directors with relevant and appropriate information and materials on corporate governance and practices and fiduciary duty matters. In addition, Board members are encouraged to visit the Company's offices throughout their tenure on the Board.

Integrity and Conduct

Each director is expected to act with integrity and to adhere to the policies applicable to directors in the Company's Code of Business Conduct and Ethics. Any waiver of the requirements of the Code of Business Conduct and Ethics for any individual director requires approval by the Audit or Governance Committee. Any such waiver may be publicly disclosed.

How to Contact the Board

Any stockholder or other interested person may communicate with the Board, a specified director (including the Lead Independent Director), the non-management directors as a group, or a committee of the Board by directing correspondence to their attention, in care of the Corporate Secretary, Western Alliance Bancorporation, One E. Washington Street, Suite 1400, Phoenix, Arizona 85004. Anyone who wishes to communicate with a specific Board member, the non-management directors only or a specific committee should send instructions asking that the material be forwarded to the appropriate director, group of directors or committee chairman. All communications so received from stockholders or other interested parties will be forwarded to the director or directors designated.

Periodic Review

The Governance Committee on an annual basis shall review these Guidelines, and the Committee shall make recommendations to the Board with respect to any amendments hereto.

The Board and each of its committees shall perform annual self-assessments and performance evaluations.

EXHIBIT "A"

STOCK OWNERSHIP GUIDELINES

(Attached)



Stock Ownership Guidelines

The Board of Directors of Western Alliance Bancorporation (the “**Company**”) believes that the Company’s executive management and directors should own and hold a minimum number of shares of common stock of the Company in order to further align their interests and actions with the interests of the Company’s stockholders. For purposes of these Guidelines, an “**Executive Officer**” is any executive vice president of the Company who is subject to the stock ownership and transaction reporting requirements of Section 16 of the Securities Exchange of 1934, as amended (the “**Act**”).

I. Executive Officer Stock Ownership Guidelines

All Executive Officers of the Company (as defined below) are expected to own and hold a minimum number of shares outlined below:

Officer Level	Ownership Guideline (lesser of)
Chief Executive Officer	5X Base Salary, or 400,000 shares
Chief Operating Officer (if applicable)	4X Base Salary, or 200,000 shares
Executive Officers	3X Base Salary, or 50,000 shares

An ownership guideline expressed as a multiple of base salary shall mean, for any Executive Officer at any point in time, a number of shares having a dollar value at least equal to the applicable multiple times the officer’s then current base salary. The minimum stock ownership levels should be achieved by each Executive Officer within five years of first appointment as an Executive Officer, with fifty percent (50%) of the requirement to be achieved within three years.

II. Director Stock Ownership Guidelines

Members of the Board of Directors who are not also Executive Officers of the Company (“**Directors**”) are expected to own and hold a minimum number of shares. The ownership guideline for each Director is the lesser of (1) 20,000 shares, or (2) shares having a value at least equal to five times such Director’s annual cash compensation as reported in the Company’s most recent Proxy Statement. Stock ownership levels should be achieved by each Director within five years of first appointment to the Board of Directors.

III. Compliance with Guidelines

Until his or her applicable minimum stock ownership level is achieved, each Executive Officer and Director is required to retain at least 50% of net shares obtained through the Company’s stock incentive plans. Net shares are the number of shares from the exercise of stock options or the vesting of restricted stock, less the number of shares the Executive Officer or the

Director sells to cover the exercise price of stock options and sells or has withheld to pay taxes. Certain exclusions apply to the retention requirement. The existence of exclusions does not, however, affect the requirement that the executive must meet his or her minimum ownership level within the five-year period. The exclusions are:

- Estate planning transfers;
- Gifts to charity;
- Sales to fund educational expenses; and
- Sales to purchase a primary residence.

To be excluded from the retention requirement for any of these purposes, the Executive Officer or Director must submit a request in writing to the Company's General Counsel ("GC"). This request must include the reason for the exclusion, current status with respect to the Stock Ownership Guidelines and a description of the stock transactions for which the exclusion is being requested. The GC will review the request with the Chairman of the Compensation Committee of the Board of Directors and together they will make a final decision. Once the minimum ownership level is achieved, the retention ratio no longer applies unless the executive's ownership falls below the minimum level, at which point the retention requirement will be reinstated.

Shares that are deemed to be beneficially owned for purposes of these Guidelines and that will be credited toward satisfaction of the minimum ownership level include:

- Shares of common stock owned outright by the Executive Officer or Director and his or her immediate family members who share the same household, whether held individually or jointly;
- Restricted stock whether or not the restrictions have lapsed;
- Shares acquired upon stock option exercise or granted upon achievement of specified performance criteria;
- Shares held in a 401K or other retirement or benefit plan;
- Shares held in a trust in which the Executive Officer or Director is either (1) both the grantor and trustee, or (2) a primary beneficiary;
- Any other shares of which the Executive Officer or Director is deemed to be the beneficial owner under the Act (other than unexercised options, whether or not exercisable).

Stock credited toward satisfaction of the minimum ownership level, or toward the transitional 50% retention requirement described above, shall not include:

- Shares held in a margin account;
- Shares pledged (or hypothecated) as collateral for a loan or advance;
- Shares subject to a guaranty of third-party debt;
- Shares that are subject to a voting trust or other similar agreement; and
- Shares that are subject to a contract providing for or restricting the sale or other disposition of such securities (other than vesting or similar requirements imposed by the Company in connection with a compensatory grant of stock or stock options).

There may be instances in which the minimum stock ownership level would place a severe hardship on the Executive Officer or Director or prevent him or her from complying with a court order, such as in the case of a divorce settlement. It is expected that these instances will

be rare. In these situations, the individual must submit a request in writing to the GC that summarizes the circumstances and describes the extent to which an exemption from the minimum ownership level is being requested. The GC will review the request with the Chairman of the Compensation Committee and together they will make the final decision. If the request is granted in whole or in part, the GC will consult with the Executive Officer or Director to develop, if practicable, an alternative stock ownership plan that reflects both the intention of these Stock Ownership Guidelines and the person's individual circumstances.

The GC will notify each Executive Officer and Director annually regarding the status of his or her compliance with these Guidelines, and will report any non-compliance to the Chairman of the Compensation Committee. The Compensation Committee has the authority to review each participant's compliance (or progress towards compliance) with these Stock Ownership Guidelines from time to time and, in its sole discretion, to impose such conditions, restrictions or limitations on any participant as the Committee determines to be necessary or appropriate in order to achieve the purposes of these Stock Ownership Guidelines. For example, the Committee may mandate that a participant retain (and not transfer) all or a portion of any shares delivered to the participant through Company's compensation plans. Failure to meet, or in unique circumstances to show sustained progress toward meeting, these Stock Ownership Guidelines, may result in a reduction in future long-term incentive grants and/or payment of future annual incentive payments in the form of stock.

Executive Officers and Directors are required to sign an attestation when they are in compliance with their Stock Ownership Guideline. Any Executive Officer or Director who has not signed and returned his or her attestation is subject to the retention requirement described above. In addition, any Executive Officer or Director who has satisfied his or her Stock Ownership Guideline must immediately notify the GC if at any subsequent time his or her ownership of Company's stock falls below the applicable minimum ownership level.

IV. Hedging and Pledging of Company Stock

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an Executive Officer or Director to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the employee may no longer have the same objectives as the Company's other shareholders. Therefore, such transactions involving the Company's securities are prohibited by the Company's Insider Trading Policy and these Stock Ownership Guidelines.

Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Our Insider Trading Policy requires Executive Officers and Directors pledging Company stock as margin collateral to notify their brokers of their status as a Rule 144 affiliate, and to ensure Company securities include restrictive legends to prevent the possibility of a Section 16 violation, liability for insider trading or Rule 144 violation due to a margin call.

Additionally, the Company has established the following individual and aggregate limits on shares held in margin accounts or that are pledged:

- Directors and Executive Officers may not pledge or hold in a margin account more than two-thirds of the total number of Company shares they beneficially own; and
- The total percentage of Company stock held by Directors and Executive Officers and subject to pledges or held in margin accounts may not at any time exceed, in the aggregate, more than 5% of the total number of Company shares outstanding.

Prior to entering into any pledging arrangement or placing Company shares in a margin account, a Director or Executive Officer must submit a written notice to the GC for a determination that no violation of these Stock Ownership Guidelines will result as a consequence of the transaction. The restrictions described in this Section IV are effective immediately without regard to the transitional period for compliance with the applicable stock ownership levels.

V. Administration

These Stock Ownership Guidelines are administered, enforced and interpreted by the Nominating and Corporate Governance Committee of the Board of Directors. The Committee and/or the Board may take any action it deems necessary or appropriate to enforce compliance with these Guidelines or to remedy any violation hereof, including, without limitation, requiring one or directors or officers to effect the release of shares from any margin, pledging or hedging arrangement or from any other restriction prohibited by these Guidelines.

EXHIBIT "B"

DIRECTOR TRAINING AND EDUCATION PROGRAM

(Attached)

DIRECTOR TRAINING AND EDUCATION PROGRAM

INTRODUCTION

The Board of Directors of Western Alliance Bancorporation (WAL) believes that establishing and supporting a formal director training and education program is an essential element to the Company's future success and in developing a comprehensive enterprise risk management program. Directors today are expected to play more prominent strategic and oversight roles, and to function as stewards of corporate accountability. With these heightened expectations regarding corporate governance practices, having meaningful and thorough programs for the training and education of directors is a top priority for improving Board performance. Supporting ongoing director education by providing opportunities to stay current with company business strategies and the relevant legal and marketplace landscapes helps to arm directors with the knowledge and skills needed fulfill their fiduciary duties to shareholders.

The Board has therefore adopted the following Director Training and Education Program to provide directors with ongoing educational opportunities. All Board training and education activities will be coordinated and scheduled through WAL's Corporate Secretary. The Corporate Secretary will be responsible for tracking director participation in training and education programs to respond to inquiries from outside parties, such as regulatory authorities, and/or to forward to governance ratings agencies. Directors also may report to the Corporate Secretary any training or educational programs they attend or participate in on their own initiative or on behalf of other entities with which they are affiliated that they believe are relevant to the Company and serve the purposes of this Program.

NEW DIRECTOR ORIENTATION

The Corporate Secretary will schedule and coordinate a half day orientation session for each new director who joins the WAL Board. Prior to the orientation session, the new director will be given selected written materials that provide an thorough overview of the Company's business, operations and governance practices, including, for example, WAL's most recent Proxy Statement, Annual Report on Form 10-K, and Board meeting package. The new director orientation session will encompass face-to-face meetings with senior executives and department heads, including the CFO and General Counsel. The orientation session also may include visits to one or more of the Company's facilities.

COMMITTEE ORIENTATION

The management liaison for each Board Committee will conduct a 2-4 hour orientation session for directors taking on new Committee roles. As part of the orientation session, the new member will receive relevant written materials regarding the Committee's duties and responsibilities, including the Committee Charter and Meeting Agenda and Minutes, and will be briefed on current issues before the Committee. As appropriate, the management liaison also may arrange for meetings with senior management or functional leaders or other Committee members.

ANNUAL ON-SITE PRESENTATION TO FULL BOARD OF DIRECTORS

Once a year, the Corporate Secretary will arrange for an outside speaker to provide a 1 to 2 hour presentation to the full Board on a topic of current interest and value to the directors. The Lead Presiding Director will select the topic and speaker after consultation with the CEO and other directors. Speakers may include, for example, attorneys, consultants, regulators (or former regulators), economists and other professionals with specialized expertise in a particular discipline. Topics may include such subjects as legal and regulatory matters, financial reporting, governance and corporate oversight, a review of current economic conditions and outlook, and business ethics. It is expected that, in most cases, the annual presentation will be given at the Company's summer Board retreat and, where appropriate, may include members of senior management. Board members are encouraged to suggest speakers and/or topics for consideration.

OUTSIDE CONFERENCES AND SEMINARS

WAL will provide directors an opportunity to attend, at the Company's expense, an ISS accredited director education program. Examples of ISS-accredited programs include the Conference Board/Directors' Institute's annual Roundtable Forum, NACD-sponsored seminars and courses, and the annual Summit Director and Officer Training Conference. The Company will reimburse directors for their reasonable expenses incurred in attending these programs.

From time to time throughout the year, the Corporate Secretary will provide to the Lead Presiding Director a list of upcoming programs as compiled by the Society of Corporate Secretaries and Governance Professionals, from which he or she will select those programs most appropriate for and relevant to the Company's directors. The Corporate Secretary will notify directors of the approved programs by email. Directors should notify the Corporate Secretary of their interest in attending a program as soon as possible. If available, a director who is unable to attend a program in person may participate via the internet or similar means. Participating directors are encouraged to share relevant written materials with the other directors and to provide a report on the program at the next Board meeting.

PUBLICATIONS

Directors will receive, at company expense, subscriptions to one or more publications selected by the CEO for their particular relevance to the banking industry and/or public companies.

CUSTOMIZED BOARD PROGRAMS

The Lead Presiding Director may, after consultation with the CEO, arrange for additional education and training for directors at Company expense, including customized online and in-boardroom programs.

CUSTOMIZED COMMITTEE PROGRAMS

The Chairman of any Board Committee may, after consultation with the CEO, arrange for specialized education and training for Committee members at Company expense, including customized online and in-boardroom programs.

IN-HOUSE TRAINING

The CEO may, from time to time, arrange for special in-house training programs for the Board or its Committees, including presentations by in-house counsel or other subject matter experts regarding substantive developments in their area of expertise, and training sessions on accounting, regulatory and compliance matters.

REGULAR BUSINESS BRIEFINGS

At least quarterly, directors will receive briefings during regularly scheduled Board meetings from one or more of the Company's senior managers on developments within their particular geographic markets, business units, and/or functional areas of responsibility. The CEO will be responsible for arranging and scheduling these briefings, which may include in-depth presentations on specific areas.

EXECUTIVE TALENT REVIEW

Each year, the Board will conduct a review of executive talent lead by the CEO. The purpose of this review is to provide directors an opportunity to learn about each of the Company's senior managers and talent pipeline, and to identify potential leadership successors.

SELF ASSESSMENTS

The Board and each Committee of the Board is required to conduct annual self-assessments, including the completion of a formal questionnaire to solicit the directors' views on how the Board/Committee is performing and whether directors are satisfied with the organization of working sessions and committees. Results of the self-assessment are to be synthesized and presented to the full Board. As part of the Board's annual self-assessment process, directors will be asked whether they are getting all of the educational and training support that they need and/or to identify interests or needs to help them more effectively perform their responsibilities.