



RELATED PARTY TRANSACTIONS POLICY

1. Introduction. Western Alliance Bancorporation (the “**Company**”) recognizes that Related Party Transactions (as defined below) may raise questions among stockholders as to whether those transactions are consistent with the best interests of the Company and its stockholders. Therefore, the Board of Directors (the “**Board**”) has adopted this Related Party Transactions Policy (the “**Policy**”) to ensure that all Related Party Transactions shall be subject to review, approval or ratification in accordance with the procedures set forth below.

2. Definitions. For purposes of this Policy, the following terms shall have the following meanings:

“**Executive Officer**” means those persons identified on Exhibit A of the Company’s Insider Trading Policy as Executive Officers.

“**Immediate Family Member**” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.

“**Related Party**” means any person who is or was (since the beginning of the last fiscal year) an Executive Officer, director or nominee for director of the Company, any shareholder owning more than 5% of any class of the Company’s voting securities, or an Immediate Family Member of any such person.

“**Related Party Transaction**” means any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which (i) the Company or any of its subsidiaries is or will be a participant, (ii) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, and (iii) any Related Party has or will have a direct or indirect interest. This also includes any material amendment or modification to an existing Related Party Transaction. For purposes of this definition, an indirect interest includes, but is not limited to, the following:

(a) a director or Executive Officer of the Company or an Immediate Family Member owns more than 10% of an entity that receives more than \$120,000 per year from transactions with the Company (including any of its subsidiaries);

(b) a director or Executive Officer of the Company or an Immediate Family Member is a general partner, manager, or an officer in an entity that receives more than \$120,000 per year from transactions with the Company (including any of its subsidiaries); or

(c) a director or Executive Officer of the Company or an Immediate Family Member is an officer or trustee of a charitable or non-profit organization that receives more than \$120,000 per year from transactions with or donations from the Company (including any of its subsidiaries).

“**Regulation O Policy**” means those policies and procedures adopted from time to time by the Company, or any of its subsidiaries, for the purpose of complying with the requirements of Federal Reserve Board Regulation O or any comparable or successor regulations.

3. **Procedures.** It is the responsibility of the Nominating and Corporate Governance Committee of the Board (the “**Governance Committee**”) to administer this Policy.

Except for those Related Party Transactions described in Section 5.1, 5.2, and 5.7, prior to entering into a Related Party Transaction, the Related Party (or if the Related Party is an Immediate Family Member of an Executive Officer or director of the Company, such Executive Officer or director), and any Company employee who becomes aware of a potential Related Party Transaction, shall notify the Company’s General Counsel of the facts and circumstances of the proposed transaction. The General Counsel will undertake an evaluation of the Related Party Transaction. If that evaluation indicates that the Related Party Transaction is not a preapproved transaction pursuant to Section 5, the General Counsel will report the Related Party Transaction, together with a summary of the material facts, to the Governance Committee for consideration at the next regularly scheduled Governance Committee meeting.

The Governance Committee shall review all of the relevant facts and circumstances of all Related Party Transactions that require the Governance Committee’s approval and either approve or disapprove of the entry into the Related Party Transaction. In determining whether to approve or ratify a Related Party Transaction, the Governance Committee shall take into account, among other factors it deems appropriate:

(a) whether the transaction was undertaken in the ordinary course of business of the Company,

(b) whether the Related Party Transaction was initiated by the Company, a subsidiary or the Related Party,

(c) whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party,

(d) the purpose of, and the potential benefits to the Company of, the Related Party Transaction,

(e) the approximate dollar value of the amount involved in the Related Party Transaction, particularly as it relates to the Related Party,

(f) the Related Party’s interest in the Related Party Transaction, and

(g) any other information regarding the Related Party Transaction or the Related Party that would be material to investors in light of the circumstances of the particular transaction.

The Governance Committee may approve the Related Party Transaction only if the Governance Committee determines in good faith that, under all of the circumstances, the transaction is in the best interests of the Company and its shareholders. The Governance Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction.

If a Related Party Transaction involves a Related Party who is a director or an Immediate Family Member of a director, such director may not participate in any discussion or vote regarding approval or ratification of approval such transaction. However, such director shall provide all material information concerning the Related Party Transaction to the Governance Committee. Such director may be counted in determining the presence of a quorum at a meeting of the Governance Committee that considers such transaction.

If the General Counsel determines it is impractical or undesirable to wait until a Governance Committee meeting to consummate a Related Party Transaction, the chairman of the Governance Committee may review and approve the Related Party Transaction in accordance with the procedures set forth herein. Any such approval (and the rationale for such approval) must be reported to the Governance Committee at the next regularly scheduled Governance Committee meeting.

If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Governance Committee determines it to be appropriate, ratified at the Governance Committee's next regularly scheduled meeting. In any case where the Governance Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Governance Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.

On an annual basis, the Governance Committee will provide the Board with a report of all approved Related Party Transactions not otherwise excepted by Section 5 hereof.

4. Ongoing Transactions. If a Related Party Transaction will be ongoing, the Governance Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Governance Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Governance Committee's guidelines and that the Related Party Transaction remains appropriate.

5. Standing Pre-Approval for Certain Transactions. The Governance Committee has reviewed the types of Related Party Transactions described below and determined that each of the following types of Related Party Transactions shall be deemed to be pre-approved or ratified,

as applicable, by the Governance Committee, even if the aggregate amount involved will exceed \$120,000, unless specifically determined otherwise by the Governance Committee.

5.1 Employment of Executive Officers. Any employment by the Company of an Executive Officer of the Company or any of its subsidiaries if:

(a) the related compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K (generally applicable to "named Executive Officers"); or

(b) the Executive Officer is not an Immediate Family Member of another Executive Officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of Regulation S-K if the Executive Officer was a "named Executive Officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

5.2 Director compensation. Any compensation paid to a member of the Board if the compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K.

5.3 Certain transactions with other companies. Any transaction with another company at which a Related Party's only relationship is as (i) an employee (other than an Executive Officer) or director, (ii) a beneficial owner of less than 10%, together with his or her Immediate Family Members, of that company's outstanding equity, or (iii) in the case of partnerships, a limited partner, if the limited partner, together with his or her Immediate Family Members, has an interest of less than 10% and the limited partner does not hold another position in the partnership.

5.4 Certain charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an Executive Officer), if the aggregate amount involved does not exceed the greater of \$500,000 or two percent of the charitable organization's total revenues.

5.5 Transactions where all shareholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.

5.6 Certain banking-related services. Any transaction with a Related Party involving services as a bank depository of funds, escrow agent, or similar services.

5.7 Regulation O Loans. Any loan transaction approved pursuant to the Company's Regulation O Policy.

5.8 Indemnification. Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

6. Existing Policies and Procedures.

6.1 This Policy is intended to complement and supplement the Company's existing policies and procedures, including its Code of Business Conduct and Ethics, Regulation O Policy and its Corporate Governance Guidelines, and the procedures set forth herein are not intended to amend, replace or supersede any other policies or procedures of the Company that require any governing body or an officer of the Company to review and/or approve transactions.