



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Western Alliance Bancorporation (the “**Company**”) shall identify individuals qualified to become Board members, recommend that the Board select the director nominees for the next annual meeting of stockholders and to fill any vacancies on the Board, consider and make recommendations to the Board concerning the size and composition of the Board and other corporate governance matters, consider from time to time the Board committee structure and makeup, and recommend to the Board retirement policies and procedures affecting Board members.

Committee Membership

The Committee shall consist of no fewer than three members of the Board. All members of the Committee shall be Independent Directors as defined in the Company’s Corporate Governance Guidelines (the “**Guidelines**”).

The members of the Committee shall be appointed annually by the Board, may be removed and replaced by the Board, and shall serve until their successors are duly elected and qualified.

Committee Authority and Responsibilities

1. The Committee shall perform the core function of identifying and recommending nominees to the Board for the next annual meeting of stockholders and to fill any vacancies on the Board. This responsibility includes working with the full Board to establish criteria for Board membership, reviewing candidates’ qualifications and any potential conflicts with the Company’s interests, conducting and reviewing skills assessments, assessing the contributions of current directors in connection with their re-nomination, identifying the specific experience, qualifications, attributes or skills of each person nominated to be a director, and making recommendations to the full Board with respect to these matters and with respect to the removal of a director. In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.
2. The Committee shall develop and maintain a Director Skills Matrix, the function and use of which will be to assist the Committee in analyzing the Board’s current skillset, and to assist the Committee in the director selection and nomination process.
3. The Committee shall periodically review and assess the effectiveness of the Company’s

corporate governance structure and processes and, as it deems appropriate, recommend changes to the full Board and management. The Committee also shall periodically review the appropriate size and composition of the Board and, as appropriate, recommend changes.

3. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members and chairpersons of each committee. The Committee shall review and recommend committee composition annually and shall recommend additional committee members to fill vacancies as needed. The Committee shall review, approve and coordinate all proposed revisions to committee charters prior to submission to the Board.
4. The Committee shall review the Guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary to the Board. The Committee shall review and assess the Company's compliance with the corporate governance requirements established by the New York Stock Exchange and the requirements established under applicable laws and regulations.
5. The Committee shall review the Company's Code of Business Conduct and Ethics (the "**Code**") on an annual basis, or more frequently if appropriate, and recommend changes as necessary to the Board, and shall enforce and administer the Code as provided therein.
6. The Committee shall annually review and approve those sections of the Company's Annual Meeting Proxy Statement relating to corporate governance matters and the Committee's functions and responsibilities.
7. The Committee shall review and approve the Company's policy making framework as necessary and appropriate.
8. The Committee shall administer, enforce and interpret the Company's Insider Trading Policy, and may take any action it deems necessary or appropriate to enforce compliance with the Insider Trading Policy or to remedy any violation thereof. The Committee shall periodically review the Insider Trading Policy and recommend changes as appropriate.
9. The Committee shall administer, enforce and interpret the Company's Stock Ownership Guidelines, and may take any action it deems necessary or appropriate to enforce compliance with the Stock Ownership Guidelines or to remedy any violation thereof, 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 the Stock Ownership Guidelines. The Committee shall periodically review the Stock Ownership Guidelines and recommend changes as appropriate.
10. The Committee shall oversee the Company's Director Training and Education Program. The Committee shall periodically review the Director Training and Education Program and recommend changes as appropriate.
11. The Committee shall have policy making authority for those areas of the Company's business and activities assigned to the Committee by the Board from time to time,

including, without limitation, the authority to approve, administer, enforce and interpret those policies.

12. The Committee is responsible for making recommendations to the Board about succession planning for the Chief Executive Officer and other executive officers of the Company.
13. The Committee may delegate its authority to subcommittees and individual members as the Committee deems appropriate; provided that any delegate shall report any actions taken by him or her to the whole Committee at its next regularly scheduled meeting.
14. The Board shall appoint one of the members of the Committee as the Chairperson. The Chairperson shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making Committee assignments and reporting for the Committee to the Board at its next regularly scheduled meeting following the meeting of the Committee.
15. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties.
16. The Committee shall annually review its own performance.
17. The Committee shall oversee the annual evaluation process for the Board.
18. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
19. The Committee shall meet periodically to perform the duties stated above and shall prepare and keep minutes of its meetings.
20. The Committee shall report its actions and recommendations to the Board at the next regularly scheduled meeting of the Board following each Committee meeting.

Director Selection Process

One of the primary responsibilities of the Committee is to assist the Board of Directors in identifying, and reviewing the qualifications of, prospective directors of the Company. The Committee shall select individuals as director nominees who have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company and its stockholders.

In considering candidates for the Board of Directors, the Committee considers the entirety of each candidate's credentials and does not have any specific minimum qualifications that must be met by a recommended nominee. The Committee shall be guided by the following basic selection criteria for all nominees:

- The director's/potential director's character and integrity, experience and understanding of strategy and policy-setting, reputation for working constructively with others and sufficient time to devote to board matters;
- The director's/potential director's educational, business, non-profit or professional acumen and experience;
- Whether the director/potential director assists in achieving a mix of Board members that represents a diversity of background, perspective and experience, including with respect to age, gender, race, place of residence and specialized experience;
- Whether the director/potential director meets the independence requirements of the SEC and listing standards of the NYSE;
- Whether the director/potential director has the financial acumen or other professional, educational or business experience relevant to an understanding of the Company's business, such as experience in a regulated industry or a publicly held company;
- Whether the director/potential director would be considered a "financial expert" or "financially literate" as defined in the listing standards of the NYSE or applicable law;
- Whether the director/potential director, by virtue of particular technical expertise, experience or specialized skill relevant to the Company's current or future business, will add specific value as a Board member; and
- Whether the director/potential director possesses a willingness to challenge and stimulate management and the ability to work as part of a team in highly regulated environment.

The Committee need not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. In addition to the criteria set forth above, the Committee shall consider how the skills and attributes of each individual candidate or incumbent director work together to create a board that is collegial, engaged and effective in performing its duties. Moreover, the Committee should consider whether the background and qualifications of the directors, considered as a group, provide a significant mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities.