



FINANCE AND INVESTMENT COMMITTEE CHARTER

Purpose and Authority

The Finance and Investment Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) to review policies, strategies and oversee the effectiveness of financial risk management and investment activities at Western Alliance Bancorporation (the “**Company**”) and each of its subsidiary banks and other subsidiaries to review that:

- Investments conform to policies and procedures and support the Company’s interest rate risk, capital and liquidity requirements;
- Investments comply with regulatory restrictions and serve legal and legitimate purposes within the Company’s risk tolerance;
- Investments are collectable and protect the interests of the Company’s depositors and stockholders;
- Sufficient capital and liquidity is maintained for the Company’s operations; and
- Additional sources of capital and liquidity are available should the need arise.

Organization and Composition

The Committee shall have three or more members appointed by the Company’s Board of Directors. Members may be removed and replaced by the Board at any time and shall serve until their successors are duly elected and qualified. The Committee shall meet as often as it determines necessary, but no less than six times per year. The Committee shall serve as the primary communication link between the Board and management regarding issues covered by this Charter. The Board shall appoint the Chair.

A majority of the members of the Committee, including the Committee chair, shall satisfy the independence requirements of both the New York Stock Exchange and Item 407 of the Securities and Exchange Commission’s Regulation S-K (17 CFR 229.407(a)).

The written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company’s records. At the request of the Board or as the Chair determines necessary, reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting accompanied by any recommendations to the Board approved by the Committee.

As approved, January 30, 2018

Responsibilities and Duties

In fulfilling its purpose, the Finance and Investment Committee will review and monitor investment, interest rate risk, capital and liquidity policies and activities, such as:

- Monitor the investment portfolio and trading account activities, including investment and loan purchase and sale activity, valuation trends and methodology, and compliance with approved policies and risk limitations.
- Monitor the interest rate and liquidity risk positions taken considering the trends, effectiveness, size, and sensitivities to stress of these positions relative to approved policies and risk limitations.
- Monitor credit trends and risk for investments and loans within the purview of the Committee, particularly exposure to municipalities and other financial institutions.
- Review and discuss the current and projected capital ratios considering overall financial condition, growth, strategy changes, and relevant economic conditions. The current and projected capital positions will also be considered in relation to the approved Capital Plan.
- Review and discuss the trends and changes relating to deposit taking and borrowing. This review shall consider but not be limited to volume, pricing, maturity, average deposit size, and significant customer concentrations.
- Monitor the overall activities conducted in the non-banking entities of the Company, including wholly owned bank investment subsidiaries and real estate investment trusts.
- On an annual basis, review and discuss the asset allocations and investment returns relating to the bank owned life insurance and employee 401(k) related portfolios.
- Review and discuss the risk management, accounting, profitability, legal, audit and compliance, systems and operations, and reputation risk implications of any new investment, debt, equity capital, and/or derivative strategies prior to the introduction of the product.
- Review any relevant reports rendered by the internal audit, compliance unit, and external auditors and work with the Audit Committee, as appropriate, to ensure that any necessary corrective actions are taken and achieved.
- Review any relevant reports received from bank regulators regarding the activities of the Committee as noted in section I above. When corrective action is recommended, confirm that appropriate strategies are developed and implemented.
- Review and approve any submission material required as part of regulatory mandated stress testing, including schedules and supporting artifacts.

- The Committee shall not be responsible for monitoring the following business activities or functions oversight for which has been specifically delegated to one or more other Committees of the Board pursuant to a Board resolution or a Board approved charter:
 - Risk Appetite oversight responsibilities assigned to the WAL Directors Risk Committee, including, but not limited to, ensuring that:
 - Credit risk for positions beyond the purview of the committee.
 - Methodologies and measures associated with operational, market, regulatory, information technology, reputational, strategic, legal and external/environmental risk monitoring for non-investment portfolio activities.
 - Modelling standards overseen by WAL Directors Risk Committee.
 - Functions related to financial reporting, compliance, and internal and external audit that are overseen by the Audit Committee, including, but not limited to, the following duties:
 - Pre-approve all auditing services (which may entail providing comfort letters in connection with securities underwritings) and non-audit services provided to the Corporation by the independent auditor.
 - Prepare, or direct to be prepared, and review the report required by the proxy rules of the Securities and Exchange Commission (the “SEC”) to be included in the Corporation’s annual proxy statement.
 - Support an open avenue of communication among the independent auditor, financial and senior management, internal audit, and the Board.
 - Review the independent auditor’s qualifications and independence.
- While the Committee has the responsibilities and duties set forth in this Charter in its oversight capacity, the duty of the operational management of the Company’s aggregate treasury management program is the responsibility of the management level Asset and Liability Management Committee, Capital Planning and Stress Testing Committee, and the Treasury Department.

In fulfilling its responsibilities, the Committee may seek the assistance of legal counsel, industry experts, and consultants as deemed necessary.

The Committee shall have the following additional general duties and responsibilities:

- Review and assess the adequacy of this Charter at least annually and submit any amendments to this Charter to the Governance Committee and the Board for approval.
- From time to time and as needed, Committee members participate in educational sessions to enhance their familiarity with risk-related issues.
- Perform such other functions and tasks as may be or directed by the Board or mandated by applicable laws, rules or regulations.
- Periodically conduct an evaluation of the Committee to assess its contribution and effectiveness in fulfilling its mandate.
- Review significant pronouncements and changes to regulatory requirements within the purview of the Committee to the extent they apply to the Company.

- Report to the Board on material matters arising at Finance Investment Committee meetings following each meeting of the Committee.
- Report to the other committees of the Board on issues of relevance to them.
- Maintain minutes or other records of meetings and activities of the Committee.
- 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.