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|  | Effective Date   | Policy Title                               |          |             |
|   | February 5, 2019 | <b>CODE OF BUSINESS CONDUCT AND ETHICS</b> |          |             |
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## Introduction

This Code of Business Conduct and Ethics (the “**Code**”) covers a wide range of business practices and procedures and serves as a guide to ethical decision-making. Western Alliance Bancorporation, together with its subsidiaries and affiliates (collectively, the “**Company**”), is committed to uncompromising integrity in all that the Company does and how the Company and its employees, officers and directors relate to each other and to persons outside of the Company. This Code does not cover every issue that may arise, but it sets out basic policies to guide all employees, officers and directors of the Company in his or her business conduct and ethical decision-making. In particular, this Code covers policies designed to deter wrongdoing and to promote (1) honest and ethical conduct, (2) avoidance of conflicts of interests, (3) full, fair, accurate, timely and understandable disclosure, and (4) compliance with applicable governmental laws, rules and regulations. All employees, officers and directors must conduct themselves in accordance with these policies and seek to avoid even the appearance of improper behavior. ***The Company’s employees, officers and directors should review the Company’s human resources materials and related policies for further guidance and discussion of many of the topics addressed herein.***

This Code is not an expressed or implied contract of employment and does not create any contractual rights of any kind between the Company and its employees, officers or directors. In addition, all employees should understand that the Code does not modify their employment relationship, whether at will or governed by contract.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Each employee, officer and director will be held accountable for his/her adherence to this Code. For the purpose of complying with this Code, the term “**employees**” includes the Company’s agents, contractors, representatives and consultants, unless the context otherwise requires. Those who violate the policies in this Code will be subject to disciplinary action, up to and including discharge from the Company and, where appropriate, civil liability and criminal prosecution. ***If you are in a situation that you believe may violate or lead to a violation of this Code, you must report the situation as described Section 1 of this Code.***

## Standards

### 1. Reporting any Illegal or Unethical Behavior

Employees, officers and directors are encouraged to talk promptly to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and any violations of law, rules, regulations or this Code, and otherwise when in doubt about the best

course of action in a particular situation. The supervisor, manager or other appropriate personnel to whom such matters are reported should not be involved in the reported illegal or unethical behavior or violation of law, rules, regulations or this Code. Any supervisor or manager who receives a report of violation or potential violation of this Code must report it immediately to the Human Resources Department. ***The Company does not tolerate retaliation for reports of misconduct by others made in good faith by employees, and will take appropriate disciplinary action against anyone who engages in any form of retaliation, directly or indirectly, against an employee who makes a good faith report of possible misconduct.***

In cases where a reporting person desires to keep his or her identity secret, the Company has established a confidential procedure for you to file anonymous complaints regarding issues and concerns associated with illegal or unethical behavior and any violations of the Company’s policies or this Code, including, but not limited to, accounting and auditing matters, falsification of contracts, reports or records, conflicts of interest (such as inappropriate vendor relations), bribery, theft, misuse of confidential information, and securities violations. All such communications should be addressed to EthicsPoint at [www.ethicspoint.com](http://www.ethicspoint.com) or 866-297-0224. The Chief Internal Auditor is the Ethics Point Administrator and works with the Chief Human Resources Officer to determine which employees should have access to EthicsPoint. Audit Committee members also have access to Ethics Point. If a complaint specifically names a person or title with Ethics Point access, Ethics Point does not allow that person to view the complaint.

Employees are expected to cooperate in internal investigations of misconduct. Any person involved in an investigation of possible misconduct in any capacity must not discuss or disclose any information to anyone outside of the investigation unless permitted or required by law or when seeking his or her own legal advice.

Any use of these reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of this Code.

## **2. Compliance with Laws, Rules and Regulations**

Obeying the law, both in letter and in spirit, is one of the foundations on which the Company’s ethical policies are built. All employees, officers and directors must respect and obey all applicable governmental laws, rules and regulations (including insider trading laws). Although not all employees, officers and directors are expected to know the details of these laws, rules and regulations, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

The Company periodically provides information and training sessions to promote compliance with laws, rules and regulations, including insider trading laws.

## **3. Honest and Ethical Conduct**

Each employee, officer and director must always conduct him/herself in an honest and ethical manner. Each employee, officer and director must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or evade responsibility for his or her actions. All actual or apparent conflicts of interest between personal and professional

relationships must be handled honestly, ethically and in accordance with the policies specified in this Code. Conflicts of Interest

A “conflict of interest” occurs when a person’s private interest interferes in any way (or even appears to interfere) with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position at the Company. Loans to, or guarantees of obligations of, employees, officers or directors or their family members, other than those made in the ordinary course of business, may also create a conflict of interest.

It is almost always a conflict of interest for an employee to work simultaneously for a competitor, customer or supplier. Without the prior written approval of Human Resources, you are not allowed to work for, or serve as a consultant to a competitor, customer or supplier.

The best policy is to avoid any direct or indirect business connection with the Company’s customers, suppliers or competitors, except on the Company’s behalf. If asked to serve as a director of another company or governmental agency, you must seek advance approval from the Company’s Chief Human Resources Officer and its General Counsel.

Situations may arise where relationships with family members and friends create conflicts of interest. Generally, employees and officers are prohibited from being in the position of supervising, reviewing or having any influence on the job evaluation or salary of their family members without the prior written approval of the Chief Human Resources Officer. Employees, officers and directors who have family members or friends that work for businesses seeking to provide goods or services to the Company may not use their personal influence to affect negotiations. Employees and officers who have relatives or friends that work for competitors, and where such relationships might result in a conflict of interest, should bring this fact to the attention of their immediate supervisors.

Conflicts of interest are prohibited as a matter of Company policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor, manager or other appropriate personnel or the Human Resources Department. Any employee, officer or director who becomes aware of a conflict or potential conflict, or knows of any material transaction or relationship that reasonably could be expected to give rise to such a conflict, should promptly bring it to the attention of a supervisor, manager or other appropriate personnel who is not involved in the matter giving rise to such conflict, or potential conflict, or consult the procedures described in Sections 1 and 17 of this Code.

#### **4. Insider Trading**

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company’s business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult the

Company's Insider Trading Policy or seek guidance from the Legal Department.

## **5. Personal Finances**

Employees, officers and directors should manage their personal financial affairs so as not to reflect negatively on the Company. Employees, officers and directors are expected to meet their financial obligations on time and to maintain a good credit rating. Employees, officers and directors may not borrow from or lend personal funds to other employees, directors, officers, customers or suppliers. Additionally, employees, officers and directors may not give gifts of greater than nominal value on appropriate occasions to other employees, directors or officers. Notwithstanding the foregoing, a gift of greater than nominal value made between an employee, officer or director and another employee, officer, or director based on family relationships, where it is clear that the relationship is the motivating factor for the gift, is permitted, subject to the restrictions of **Section 14**.

## **6. Corporate Opportunities**

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position. No employee, officer or director may use corporate property, information or position for personal gain, and no employee, officer or director may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **7. Competition and Fair Dealing**

The Company seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee, officer and director should respect the rights of, and deal fairly with, the Company's customers, suppliers, competitors and employees. No employee, officer or director should intentionally take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any other unfair business practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unethical or illegal advantages. Employees, officers and directors of the Company are subject to the Bank Bribery Act and are expected to comply therewith and with related Company policies.

## **8. Discrimination and Harassment**

The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

## 9. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

## 10. Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether reimbursement for a certain expense is permissible, ask your supervisor or the Finance Department. Rules and guidelines are available from the Finance Department.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls.

All employees, officers and directors are responsible for reporting to the Company any questionable accounting or auditing matters that may come to their attention. Business records and communications often become public, and employees, directors and officers should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the Legal Department.

## 11. Confidentiality

Employees, officers, and directors must maintain the confidentiality of information entrusted to them by the Company or its customers, except when the Company's Legal Department authorizes disclosure or such disclosure is required by law. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after an individual's affiliation with the Company ends.

## 12. Protection and Proper Use of Company Assets

All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. All of the Company's assets should be used for legitimate business purposes and should not be

used for non-Company business, though incidental personal use may be permitted with the permission of your supervisor.

The obligation of employees, officers and directors to protect the Company’s assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and product ideas, designs, databases, records, customer lists, customer trade data, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy, and may be illegal and result in civil or even criminal penalties.

### 13. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

### 14. Rules for Principal Executive Officer and Senior Financial Officers

In addition to complying with all other parts of this Code, if you are the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, or any person performing similar functions (each referred to in this Code as a “**Principal Officer**”), you must take the following steps to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (“**SEC**”) and in other public communications made by the Company:

(a) carefully review drafts of reports and documents the Company is required to file with the SEC before they are filed and Company press releases or other public communications before they are released to the public, with particular focus on disclosures each Principal Officer does not understand or agree with and on information known to the Principal Officer that is not reflected in the report, document, press release or public communication;

(b) meet with members of senior management, division heads, accounting staff and others involved in the disclosure process to discuss their comments on the draft report, document, press release or public communication;

(c) establish and maintain disclosure controls and procedures that ensure that material information is included in each report, document, press release or public communication in a timely fashion;

(d) consult with the Audit Committee on a regular basis to determine whether it has identified any weaknesses or concerns with respect to internal controls;

(e) when relevant, confirm that neither the Company’s internal auditors nor its outside accountants are aware of any material misstatements or omissions in the draft report or document, or have any concerns about the “Management’s Discussion and Analysis of Financial Condition” section of a report or document; and

(f) bring to the attention of the Audit Committee matters that you feel could compromise the integrity of the Company’s financial reports, disagreements on accounting matters and violations of any part of this Code.

## 15. **Waivers of or Changes in the Code of Business Conduct and Ethics**

Any waiver of this Code for or changes to this Code that apply to executive officers, including Principal Officers, or directors may be made only by the Company’s Board, the Audit Committee or the Nominating and Corporate Governance Committee (the “**Governance Committee**”), and will be publicly disclosed as required by law, regulation or rule of the SEC or the New York Stock Exchange.

## 16. **Compliance Standards and Procedures**

All employees, officers and directors must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since the Company cannot anticipate every situation that will arise, it is important that the Company have a way to approach a new question or problem. Here are some steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor’s responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with the Company’s Chief Human Resources Officer or General Counsel.
- Your report of violations of this Code may be made in confidence and without fear

of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of violations of this Code or questionable accounting or auditing matters. “Good faith” does not mean that you have to be right – but it does mean that you believe that you are providing truthful information. The important thing is that you bring your question or concern to the Company’s attention through one of the available channels.

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

## 17. Administration

**Board of Directors.** The Board of Directors, through the Audit and Governance Committees, will help ensure that this Code is properly administered. These Committees oversee management’s monitoring of the Company’s compliance with this Code and its conduct policies. The Governance Committee periodically reviews this Code and recommends clarifications or necessary changes to the full Board for approval.

**Officers, Managers and Supervisors.** All officers, managers and supervisors are responsible for reviewing this Code with their employees. Officers, managers and supervisors are also responsible for the diligent review of practices and procedures in place to help ensure compliance with this Code.

## 18. Complaints on Accounting and Audit Matters

Any complaints regarding accounting, internal accounting controls or auditing matters should be immediately communicated to the Audit Committee chairperson. The Audit Committee chairperson will report regularly to the Audit Committee on complaints received and the results of any investigations relating to accounting, internal accounting controls or auditing matters. In addition, as described above in Section 1, employees may use EthicsPoint as a confidential procedure to file anonymous complaints regarding accounting and auditing matters, in those cases where it would not be appropriate to discuss their concerns directly with their supervisors, managers, the Company’s Chief Human Resources Officer or General Counsel, or its outside accountants.

## 19. Where to Turn for Advice

Employees who have questions about this Code of Business Conduct and Ethics should turn to their immediate supervisors in the first instance and then to a Human Resources representative, the Chief Human Resources Officer, or General Counsel. The Company’s “open door” policy gives employees the freedom to approach any member of management with ethical questions or concerns without fear of retaliation.