



COMPENSATION COMMITTEE CHARTER

Purpose and Authority

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Western Alliance Bancorporation (the “Company”) serves as the Company’s compensation committee. The Committee shall discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers and approve compensation policies, practices and programs for the Company and its affiliates as they affect the Company’s directors and executive officers. As used in this Charter, an “executive officer” means any senior executive officer 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 “Exchange Act”).

Composition

The Committee shall be comprised of three or more directors who are “independent” and who satisfy all other legal requirements relevant to the proper administration of the Company’s compensation plans and programs, including requirements under the federal securities laws. To be considered “independent,” the director must satisfy, as determined by the Board, the requirements of all applicable laws and regulations relative to the independence of directors and compensation committee members, including without limitation, the requirements of the New York Stock Exchange. Without limiting the foregoing, each of the members of the Committee must be a “Non-Employee Director,” as such term is defined in Rule 16b-3 of the Exchange Act.

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. Unless a Chair is elected by the full Board, the members of the Committee shall appoint one of their members as the Chair.

The Committee will conduct at least four regular meetings each year and may hold additional meetings that it deems necessary to perform its responsibilities. Actions may be taken by unanimous written consent when deemed necessary or advisable by the Committee or its chairperson. A majority of the members of the Committee shall constitute a quorum for doing business.

Powers, Authority, Responsibilities and Duties

The Committee shall:

1. Have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of directors' and executive officers' compensation. The Committee also shall have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisers it determines necessary to carry out its duties. The Committee will have the sole authority to approve the compensation consultant's or other advisers' fees (the expense of which will be borne by the Company) and other terms and conditions of such compensation consultant's or other advisers' retention. The Committee may only engage a compensation consultant, outside legal counsel, or other adviser to the Committee after taking into consideration the factors relevant to the compensation consultant, legal counsel, or other adviser's independence from management to the extent required by the New York Stock Exchange. This paragraph may not be construed to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel, or other adviser; or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.
2. Annually review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and make recommendations to the independent directors of the Board regarding the Chief Executive Officer's compensation levels based on this evaluation. In recommending any long-term incentive component of the Chief Executive Officer's compensation, the Committee may consider the Company's performance, stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years and such other matters as the Committee deems relevant.
3. At least annually review and approve compensation of executive officers, including base salary, cash-based incentive awards, equity awards, and perquisites and other personal benefits (except to the extent such personal benefits apply to Company employees more generally). In making these determinations, the Committee may consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote").
4. Periodically and as and when appropriate, review and approve the following as they affect the executive officers: (i) any employment and severance arrangements; (ii) any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and (iii) any special or supplemental compensation and benefits for the executive officers and individuals who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

5. Hold meetings to determine the compensation of the Chief Executive Officer, which meetings shall be in executive session without the Chief Executive Officer present. Meet to determine the compensation of executive officers other than the Chief Executive Officer, which may be attended by the Chief Executive Officer, but the Chief Executive Officer may not vote on these matters. No executive officer should attend that portion of any meeting where that executive officer's performance or compensation is discussed, unless specifically invited by the Committee.
6. Administer the Company's executive incentive compensation plans and equity-based plans in accordance with the terms of such plans, including, but not limited to (a) reviewing performance target goals and determining whether performance goals have been achieved, (b) approving option grants and restricted unit or other awards, (c) interpreting the plans, (d) determining rules and regulations relating to the plans, (e) modifying or canceling existing grants or awards, and (f) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.
7. Assess the desirability of and review and recommend to the Board for approval new executive officer incentive compensation plans and all equity-based incentive plans, significant amendments to those plans, and any increase in shares reserved for issuance under existing equity-based plans.
8. Annually review and make recommendations to the independent directors of the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation and such other forms of compensation as the Committee may consider appropriate.
9. Annually prepare and issue a report on executive compensation for inclusion in the Company's annual meeting proxy statement, and review and approve all other sections of the annual meeting proxy statement relating to director and executive compensation, in accordance with applicable rules and regulations. The Committee shall review and discuss with management the Compensation Discussion and Analysis (the "**CD&A**") required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**") to be included in the Company's annual meeting proxy statement and annual report on Form 10-K and, based on such review discussion, determine whether or not to recommend to the Board that the CD&A be so included.
10. Have the authority to delegate its authority to subcommittees and individual members of the Committee 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.
11. Evaluate and discuss with the appropriate officers of the Company the employee compensation programs as they relate to risk management and risk-taking incentives in order to determine whether any risk arising from such compensation programs is reasonably likely to have a material adverse effect on the Company.

The Committee shall review and approve any disclosure in respect of such risks required to be included in the Company's annual meeting proxy statement or annual report on Form 10-K filed with the SEC. The Committee will satisfy itself that the Company's executive officers are appropriately managing non-executive officer compensation plans and programs.

12. Adopt, review and oversee "clawback" or other policies with respect to the recoupment of compensation in compliance with applicable legal requirements and exchange listing standards.
13. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes under the Dodd-Frank Act, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's annual meeting proxy statement.
14. Periodically review and make recommendations regarding the Company's strategies, activities, policies and communications regarding employee workforce and human capital management, which may include reviewing metrics and disclosures on or related to employee workforce and human capital management, whether qualitative or quantitative.
15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. Annually review its own performance.
17. 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.
18. Perform such other duties and functions as from time to time may be prescribed by the Board.
19. Report its actions and recommendations to the Board at the next regularly scheduled meeting of the Board following each Committee meeting.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.