



Western Alliance  
Bancorporation®

# Code of Business Conduct and Ethics





## To the People of Western Alliance,

People have always been the foundation of our extraordinary culture:

### **People, Performance, Possibilities.**

Everyone across our organization – from our Board of Directors to our customer-facing teams and those in the disciplines that support our front line – is committed to building long-term customer relationships and providing banking solutions that produce results for customers and for the bank. By doing the right thing, in line with our values, we build trust with each other and our customers. A strong and durable ethical core is integral to our continued success and growth.

This Code of Business Conduct and Ethics outlines the touchstones of how we do business, and is a resource for everyone who represents Western Alliance. Our behaviors set a high standard, based on values that guide everything we do at Western Alliance: **integrity, creativity, teamwork, passion and excellence.**

Thank you for your ongoing commitment to making ethical actions and decision-making a hallmark of our organization.



Kenneth A. Vecchione

Kenneth A. Vecchione  
President & Chief Executive Officer

# Our Culture

As you read the Code, remember that your supervisors, managers, and the Human Resources Department are there to help you succeed. If you have questions or concerns either while reading this or later down the line, do not hesitate to speak up and reach out.



## Integrity

We expect everyone to apply high ethical standards and sound judgment in all we do.



## Excellence

We strive to deliver strong performance and excellence in everything we undertake.

## Passion

Our passion motivates us to overcome obstacles, think big and do more.

## Teamwork

We work together across departments, specialty areas and geographies in a productive, collaborative way that promotes the interests of clients and the bank.

## Creativity

We are all part of an environment that welcomes new ideas and prizes creative, strategic thinking to benefit customers and our commitment to relationship banking.

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# Who, What, Why, Waivers

## WHY DO WE HAVE A CODE

The 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. The Company<sup>1</sup> is committed to uncompromising integrity in all that it does and how the Company and its employees, officers and directors relate to each other and to persons outside of the Company.

## WHAT DOES THE CODE DO

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. While this Code does not cover every issue that may arise, it sets out basic policies to guide all employees, officers and directors of WAL in their conduct and decision-making.

## WHO DOES THE CODE APPLY TO

All employees, officers and directors must conduct themselves in accordance with these policies and work at all times to avoid even the appearance of improper behavior. WAL'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.

## WAIVERS OF THE CODE

Any waiver or changes of this Code that apply to executive officers, including principal officers, or directors may only be made by the Company's Board, the Audit Committee, or the Nominating, Corporate Governance, and Social Responsibility Committee, and will be publicly disclosed as required by law, regulation or rule of the SEC or the New York Stock Exchange.

## FAQS

**If we have questions about the Code who should we ask?**

*Talk with your supervisors, but if you have further questions, feel free to reach out to your Human Resources representative.*

**What if I believe there is a conflict between the Code and a law in my area? What do I do?**

*Generally, follow the more stringent guidelines. However, if you still have questions or concerns, seek guidance from the Legal Department.*

<sup>1</sup>The terms "WAL" and the "Company" means Western Alliance Bancorporation and its subsidiaries. If policies of subsidiaries cover topics addressed in the Code, the more stringent policy shall govern.

# Reporting

## Speak Up

Employees, officers and directors are encouraged to talk to supervisors, managers or other appropriate personnel about any illegal or unethical behavior they observe, and any violations of law, rules, regulations or this Code. When in doubt about the best course of action in a particular situation, **SPEAK UP**. If you believe your supervisor or manager is involved in the reported behavior or violation, contact Human Resources or Legal. Any supervisor or manager who receives a report of violation or potential violation of this Code must report it immediately to Human Resources. **WAL DOES NOT TOLERATE RETALIATION.**

### You will not face negative consequences for:

- Refusing to violate the Code
- Raising concerns in good faith
- Reporting Code violations

## FAQS

What if I reported something and now feel as though I'm being intimidated or retaliated against.

Who can I turn to?

*If the person you believe is retaliating against you is a direct superior, turn to Human Resources or Legal.*

*Additionally, consider reporting the event through EthicsPoint. EthicsPoint is great because it provides you with anonymity so you can feel secure while sharing your concerns. The Company does not tolerate retaliation.*

*Please share your concerns so they can be investigated and addressed.*

 (866) 297-0224

 [ethicspoint.com](http://ethicspoint.com)



SCAN QR  
CODE  
TO VISIT  
WEBSITE

What is a false accusation? Is that the same as reporting a concern or suspicion?

*A false accusation is when an individual makes a statement or raises a concern about another individual that lacks a legitimate basis or is just false. Reporting and raising concerns are actions done in good faith and are based on observations or some other legitimate foundation for concern.*

# Political Activities and Contributions

We respect the right of all our employees and directors to engage in personal political activities. In general, you should engage in any personal political activities in your individual capacity, on your own time, at your own expense and without the use of Company resources or facilities. You are also responsible for complying with all laws and regulations applicable to your personal political activities, including any special rules that may apply to your department or your specific position at the Company.

Certain employees may be solicited for contributions to the Western Alliance Bancorporation Political Action Committee. Please note, all contributions are voluntary. For additional questions about our PAC, or to learn more about its activities, please visit <https://wabpac.westernalliancebank.com>.

The Company is subject to certain limitations and/or prohibitions under applicable laws and regulations concerning political contributions and political activities. Because applicable laws and regulations in this area are quite technical, directors, officers and employees should seek guidance from the Company's Director of Government Relations or Chief Legal Officer before engaging in any political activities involving the Company, its resources, or facilities. If you or someone you manage solicits business from state or local governments or their agencies, you should not make political campaign contributions to candidates for office in that state or local government without first clearing them through Compliance or the Chief Legal Officer.

For more information about political activities and contributions, see the Company's [Political Activities & Gifts to Government Officials Policy](#).

## **FAQS**

### **What should I keep in mind when contributing to a political cause or candidate?**

*Make sure your political activities and contributions are done in your individual capacities. In other words, you cannot host fundraisers on behalf of the Company without the prior approval from the Director of Government Relations. Similarly, do not solicit your co-workers or subordinate employees for political contributions. Lastly, be sure to follow all applicable laws concerning political contributions.*

### **Can I make a gift to a government official?**

*No. Company employees cannot provide a gift to any government official unless the gift complies with the Political Activities & Gifts to Government Officials Policy. This prohibition applies even if the employee pays for the gift with his or her own funds, and even if the intended recipient has a personal or preexisting relationship or friendship with the employee.*

# Who You Can Turn To

Retaliation for reporting is not tolerated. Below are resources for who to go to when you need to make a report. For information on who your Human Resources representative is, please visit the Human Resources SharePoint page. Employees may also visit Workday and create a Help Ticket and the inquiry will be routed to a member of Human Resources. Any of these issues can also be reported anonymously through EthicsPoint.

## FOR VIOLATIONS OF THE CODE OF CONDUCT, COMPANY POLICIES, LAWS, OR REGULATIONS

Start with your supervisor, if that does not solve the situation, turn to:

**Human Resources:** open a Workday Help Ticket or your Human Resources representative

**Chief Human Resources Officer, Barbara Kennedy**

**Chief Legal Officer, Jessica Jarvi**

## FOR MISCONDUCT BY A HIGH-LEVEL OFFICIAL IN THE COMPANY

**EthicsPoint:** [ethicspoint.com](http://ethicspoint.com)

**Chief Legal Officer, Jessica Jarvi**

**Chief Human Resources Officer, Barbara Kennedy**

**Chief Audit Executive, Nick Wanat**

## FOR HARASSMENT OR DISCRIMINATION MATTERS

**Supervisors:** Report to your supervisor, in situations where you feel you need to escalate the issue utilize Workday to identify their supervisors.

**Human Resources:** open a Workday Help Ticket or your Human Resources representative

**EthicsPoint:** [ethicspoint.com](http://ethicspoint.com)

**Chief Legal Officer, Jessica Jarvi**

## FOR SAFETY ISSUES

**Supervisors:** Report to your supervisor.

**Human Resources:** [HR@workday.help.westernalliancebank.com](mailto:HR@workday.help.westernalliancebank.com), open a Workday Help Ticket or your Human Resources representative.

## FOR ACCOUNTING, REPORTING OR AUDITING MATTERS

**Audit Committee Chairperson: Juan Figueureo**

**Chief Audit Executive, Nick Wanat**

**EthicsPoint:** [ethicspoint.com](http://ethicspoint.com)

# Compliance & Conduct

The goal of the Code is to provide guidance and insight so all employees can work ethically, honestly, and know the resources available to them. Compliance with laws, regulations, and company policies is expected at all times and allows the Company to continue to succeed. The Code cannot foresee all possible situations and telling right from wrong can be difficult at times. In order to help employees navigate new questions, here are some steps to keep in mind:

- 1 Make sure you have all the facts:** In order for the Company to reach the right solutions, we must be as informed as possible.
- 2 Ask yourself:** What am I being asked to do? Does it seem unethical or improper? To answer these questions, focus on the specific problem you are faced with and consider your alternatives. From there, use your judgment, common sense, and remember if something seems unethical or improper, you should not proceed without taking steps to address your concerns.
- 3 Clarify your responsibility and role:** In many situations, there is shared responsibility among your colleagues. This is a good opportunity to ask if they are informed. If so, it may be helpful to get others involved and discuss the problem at hand.
- 4 Discuss the problem with your supervisor:** Follow this guidance in any situation where you are uncertain. In many cases your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember, it's your supervisor's responsibility to help solve problems.
- 5 Seek help from Company resources:** Utilize your resources and check if other relevant policies can answer your questions. In cases where you feel it may not be appropriate to discuss an issue with your supervisor or manager, or where you do not feel comfortable approaching them with your question, discuss it with your Human Resources representative, the Company's Chief Human Resources Officer, or Chief Legal Officer.
- 6 Ask first, act second:** In cases where you are unsure, ask for guidance before you act.

*Remember: The Company has an "open door" policy which encourages and gives freedom to employees to approach any member of management with ethical questions or concerns without fear of retaliation. We encourage you to use the resources laid out, and use the open door policy to seek guidance and support for whatever issues you may be dealing with.*

## Other Company Policies

The Company has numerous other policies that guide specific areas. These policies can be found on the Company's GRC application.

[Employee Relations and Conduct Policy](#)

[Insider Trading Policy](#)

[Workforce Management Policy](#)

[Acceptable Use Policy](#)

[Fraud Management Policy](#)

# Discrimination & Harassment

Diversity and inclusion are deeply important to everyone at WAL. The Company is committed to providing equal opportunities in all aspects of employment. **Discrimination and harassment are not tolerated.** If you see or experience harassment or discrimination please report it to your supervisors, managers, or Human Resources as soon as possible. For more information on WAL's policies on Anti-Harassment and Discrimination, see the Employee Relations and Conduct Policy.

We encourage our employees to actively inform themselves about the benefits of inclusivity and diversity. You can do this by taking part in business resource groups or exploring articles and information available on the Hub.

## **FAQS**

### **What is discrimination and harassment?**

Discrimination and harassment are derogatory, offensive, or threatening comments and/or actions based on race, ethnicity, sexuality, gender, age or unwelcome sexual advances. This includes sexual gestures, inappropriate physical contact, and racial slurs. Examples of discrimination and harassment include:

- Making fun of a coworker's accent
- Displaying racially-offensive symbols
- Requests for sexual favors
- Inappropriate jokes that are intended to target a certain person or group

### **A coworker is making comments about my appearance and clothing. Other members of our team laugh it off but I feel uncomfortable.**

#### **What can I do?**

Report the behavior. You can speak with your supervisor, or if you believe they have heard the comments and will not act, report the issue to Human Resources or use EthicsPoint.

# Business Resource Groups at Western Alliance

## Opportunity Council and Business Resource Groups at Western Alliance

Western Alliance's Opportunity Council, comprised of members of senior and executive management, endeavors to contribute to the success and superior results of the Company by actively promoting a diverse and inclusive workforce. They accomplish this by highlighting and encouraging practices that result in diversity of thought and leadership, contributing to a more inclusive work environment, including by supporting and encouraging the creation of BRGs. The Company currently has the following BRGs:

 Abilities Business Resource Group	 Innovation Council
 African American Business Resource Group	 OWLS (Opportunity. Wisdom. Leadership. Support)
 Alianza Business Resource Group	 PRIDE @ Work (LGBTQIA)
 Asian American & Friends Professional Network	 Veteran's Initiative Program
 CARES @ Work (Cancer Awareness)	 WAL Women's Alliance

## FAQS

### What is a business resource group?

A business resource group ("BRG") is an employee-led consortium of individuals who connect with each other to support and celebrate a common aspect of social identity. Western Alliance BRGs aspire to enhance corporate culture by encouraging an inclusive, equitable, and respectful workplace.

# Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has a responsibility to maintain a safe and healthy workplace for themselves and others. When reporting to work, employees should be in a condition to perform their duties. This means employees should be free from drugs, alcohol, and any other substances that prevents them from doing their work safely and effectively. The use of illegal drugs, violence and threatening behaviors in the workplace is not permitted and will not be tolerated.

The Company maintains comprehensive crisis and emergency response procedures as well as departmental business continuity, disaster recovery, and a pandemic plan. In case of a crisis, the Company's Business Continuity team will notify employees via the Emergency Notification System to determine their safety. This strengthens the Company's readiness to respond to a crisis and employees should be aware of the various ways in which they could be contacted should a crisis occur. These plans and our employees' response to them are critical to the health and safety of employees, our customers, and the business. Employees must comply with any applicable Company policies and should follow any local, state, or federal guidelines (including the CDC) with respect to any such crisis. Additional resources may be found on the Business Continuity SharePoint site on the Hub.

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# Confidentiality

Maintaining the confidentiality of information is imperative. Employees, officers, and directors must maintain the confidentiality of the information entrusted to them at all times unless the Company's Legal Department authorizes disclosure or disclosure is required by law.

Confidential information includes non-public information that may be of use to competitors, or harmful to the Company and its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation of employees, officers and directors to preserve confidential information continues even after they leave the Company.

Nothing in this Code restricts communications or actions protected or required by state or federal law, including disclosing information protected or required by law. This Code does not prohibit or restrict any employee, officer or director from initiating communications with, responding to any inquiry from, or providing testimony before the Securities and Exchange Commission (SEC) or any other state or federal regulatory authority or self-regulatory entity regarding a possible securities law or other legal violation.

# Confidentiality, cont.

## **FAQS**

**A coworker who left the Company asked me to send them some documents regarding a project they were working on before they left. Can I share this information?**

*No, do not share confidential information with someone if they are not currently employed by the Company. If you are unsure as to whether or not you are allowed to disclose information, contact the Legal Department. They will be happy to provide guidance on confidentiality.*

**Am I allowed to disclose confidential information I have about the Company or other companies after leaving?**

*No. Even after leaving the Company your obligation to protect and preserve confidential information continues on. For example, if while working at the Company you were working on due diligence for a business deal and you had access to their confidential information, you could not disclose this information to others even after leaving the Company. Any confidential information you learn about the Company or another business should remain confidential.*

**Can I bring confidential information I have from another employer to the Company?**

*No. When you accept your offer letter from the Company, you affirm that you will not disclose or use in connection with your employment at the Company any protected trade secrets or protected confidential or proprietary materials from another entity, including any prior employer. We expect our employees to act with the highest ethical standards.*

# Personal Finances & Gifts

Personal finances should be managed in a way that does not reflect negatively upon the Company. This includes meeting your financial obligations on time and maintaining a good credit rating. Employees, officers and directors may not borrow from or lend personal funds to other employees, directors, officers, customers, or suppliers.

Gifts are anything of value. Gifts given to other employees, officers, and directors have a dollar limit of \$250. If you are offered or receive a gift greater than \$250, you must disclose it to your manager by completing the Bank Bribery Disclosure Form HR-530. This is to avoid any sense of impropriety or unfair dealing within the Company. In the cases of employees, officers, or directors being family members, gifts may be given as long as the motivating factor for the gift is clearly the familial relationship and the gift does not violate restrictions laid out in the next section. For more information about gifts, see the 'Gifts and Entertainment' section of the Employee Relations and Conduct Policy.

## **FAQS**

### **What are common examples of gifts?**

*Bottles of wine, gift cards, gift baskets, tickets to events, dinners.*

### **Can I give gifts to a co-worker I'm good friends with?**

*Yes. If your gift has a value within the \$250-dollar limit, the gift should be fine. However, you should avoid giving a gift if you think it may suggest or cause others to perceive a conflict of interest. If it appears as though the gift shows favoritism or is a reward, others may perceive it as a conflict of interest. If you are uncertain, speak with your supervisor or Human Resources.*

### **If my friend, who also works at the Company, needs to purchase a new car, can I loan them the money?**

*No. Loaning money to another employee, officer, or director in the Company is prohibited.*

### **A vendor I regularly work with offered me a \$50 bottle of wine as a gift for Christmas. Can I accept it?**

*Yes. Since the gift is under the \$250 limit and is specific to the holiday, it is fine to accept the gift. Generally, the Company prohibits employees from accepting gifts. However, there are exceptions for the acceptance of meals, refreshments, entertainment, accommodations or travel arrangements, of reasonable value in the course of a meeting or other occasion to hold business discussions or foster better business relationships. The gifts should be under the \$250 limit and should not be perceived as a bribe or an inducement to do business with them. For example, a vendor offering you a Rolex would be an inappropriate gift. It is too expensive, not specific to the circumstances, and could be perceived as a bribe. If you are unsure if a gift is allowed, please ask before you accept.*

# Competition & Fair Dealing

Fair and honest competition are important to the Company. We want to outperform our competitors truthfully and through our own competitive advantages and superior performance. 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. No employee or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing practice.

The purpose of business and entertainment gifts in a commercial setting is to create good will and strong working relationships, not to gain unethical or illegal advantages. Employees, officers, and directors are subject to the Bank Bribery Act and are expected to comply. Please discuss with your supervisor any gifts or proposed gifts you wish to give if you are not certain they are appropriate.

## **FAQS**

**I'm working on a deal and the potential client is looking at financing with either us or another company. I see via social media that the other company took the client to a Suns game and they had floor seats. Am I allowed to give a more extravagant gift to try to get the client's business?**

*Do not bribe a client. We want to outperform our competitors honestly and ethically. If giving a gift violates the Bank Bribery Act or is being used to gain an unethical advantage, do not give the gift. If you are unsure, ask before you act.*

# Protection & Proper Use of Company Assets

The protection and efficient use of Company assets is crucial to ensuring the Company's success. Theft, carelessness, and waste directly impact the Company's profitability and thus hinder its success. If you suspect fraud or theft, it should be immediately reported so it can be investigated. All Company assets should be used for legitimate business purposes. They should not be used for non-Company business. In some instances, incidental personal use may be allowed if approved by your supervisor.

Company assets include proprietary information. Proprietary information includes intellectual property, business, marketing and service plans, engineering and product ideas, designs, databases, records, customer lists, customer data, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information violates the Company's Acceptable Use Policy, may be illegal, and may result in civil or criminal penalties.

## **FAQS**

**I got two tickets from the Company to attend the Phoenix Open. I can no longer attend the event, is it okay for me to sell the tickets for a profit?**

*No, Company tickets are the Company's property. If you cannot attend the event, return the tickets so they can be allocated in accordance with the Company's best interest.*

**What is intellectual property? And how is it relevant to the Company's assets?**

*Intellectual property includes trademarks, copyrights, patents, and trade secrets. These are all forms of property that the Company may own. Trademarks, for example, would include the Company's names and logos. If someone were to place the Company's logo on shirts to sell without the Company's permission, they would be breaking the law. It is important to always be cautious with Company assets and check with your supervisor before using them for non-Company business.*

**If I wanted to make Western Alliance Bank t-shirts and gear for an upcoming 5K that some other employees and I are participating in, can I use the Company logo on the gear?**

*No. You cannot use the Company's assets without prior approval. You should always check with your supervisor before using the Company logo or other property to ensure its being used legally, and in an appropriate manner.*

# Record Keeping

The Company requires all employees to be honest and accurate in their recording and reporting of information because this information is imperative for making responsible business decisions. Many employees use business expense accounts which have to be recorded accurately. If you are unsure whether or not you are allowed to expense certain things, check with your supervisor or Accounts Payable. Additionally, if you want more information generally, rules and guidelines are available from Accounts Payable.

The Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must follow the applicable legal requirements and 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, unnecessary remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to emails.

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## Conflicts of Interest

A "conflict of interest" occurs when an employee's personal interest interferes or appears to interfere with the Company's interests. A situation involving a conflict of interest can arise when an employee, officer or director acts or has interests that may make it difficult to perform their Company work objectively and effectively. Examples of conflicts of interest include:

- **Working with relatives**
- **Having a romantic relationship with a co-worker**
- **Accepting gifts or favors from co-workers, customers or vendors**
- **Engaging in outside business activities**
- **Using Company information for personal gain**

Conflicts of interest may also arise when an employee, officer or director or one of their family members receives improper personal benefits as a result of their position at the Company. Loans or guarantees of obligations of employees or their family members may also create a conflict if they are not made in the ordinary course of business.

# Conflicts of Interest, cont.

It is almost always a conflict to work for a competitor, customer, or supplier while employed by the Company. If interested in doing so, you must receive prior written approval from Human Resources to work for, or serve as a consultant for, a competitor, customer, or supplier. If you are unsure, contact Human Resources. To avoid any unintentional conflicts, a best practice is to avoid direct or indirect business connections with the Company's customers, suppliers, or competitors unless it is for the Company's business. If you are asked to serve as a director of another company or governmental agency, you must seek advanced approval from the Company's Chief Human Resources Officer and Chief Legal Officer.

Relationships with family and friends can also lead to conflicts of interests, so it is important to be cautious and cognizant. In general, employees are prohibited from 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 with 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 who have relatives or friends that work for competitors, and where such relationships might result in conflicts of interest, should bring that to the immediate attention of their supervisors.

Conflicts of interest can be hard to identify as they are not always clear-cut or obvious. As they are strictly prohibited, we encourage employees to use their resources and ask for guidance from their supervisors, managers, or Human Resources. If you know of a conflict of interest you should bring it to the attention of your supervisor, manager, or Human Resources. For more information on conflicts of interest, see the [Employee Relations and Conduct Policy](#).

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## **FAQS**

**If I work for the Company and my significant other (whether personally or through a business interest) is applying for a loan or other Company offering, should I let Human Resources know of the potential conflict of interest?**

*Yes. It is important to let Human Resources know. Even if it does not end up being a conflict of interest, it is best to let the Company make that determination.*

**How do I know if I have a conflict of interest?**

*Ask yourself the following questions. Would you make a different decision in the absence of a potential conflict? Would the disclosure of the potential conflict reflect negatively upon the Company? If another employee knew of the situation, would it appear to be a conflict of interest to them? If you answer yes, talk with your supervisor. If you are unsure, it is always best to look back at the [Employee Relations and Conduct Policy](#) and ask for guidance.*

# Corporate Opportunities

Employees, officers and directors are not permitted to take opportunities for themselves 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. 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 legitimate interests when the opportunity to do so arises.

## **FAQS**

**I work at the Company, and my friend just started their own lending business. I learned of a potential financing deal while working on a project at the Company. The deal is going to be presented to the Company, but has not been yet, can I offer the services of my friends' company? They need the deal and I think they could do a great job.**

*No. Because you learned of the opportunity through your employment with the Company, you have an obligation to present the opportunity to the Company.*

**What is an example of competing with the Company?**

*Suppose you are a loan officer. You have a client looking to take out a \$100,000 loan at the Bank. However, rather than trying to get them a loan at the Bank, you offer to loan them the \$100,000. By taking the opportunity from the Bank to make a loan, you are competing with the Company.*

# Fraud Prevention

WAL is committed to actively engaging in practices that protect the Company and its customers from fraud. Fraud is the use of deceptive business practices that cause the Company or its customers to suffer financial or other losses when they believe they are participating in a legal and valid business transaction. Employees, officers and directors must report any observed or suspected fraud within the Company. The Company does not tolerate acts of fraud. Employees at all levels are expected to act honestly and ethically at all times. For more information about fraud prevention, please see the Fraud Management Policy. If you have questions or concerns regarding potentially fraudulent activity report it to your supervisor immediately.

# Insider Trading

Every employee, officer and director who has access to confidential information is not allowed to use or share that information for stock trading purposes or for any other purpose that is unrelated to the Company's business. All non-public information about the Company is confidential and should be kept private. To use non-public information for personal benefit or to "tip" others who might make an investment decision on the basis of this information is illegal. For more information on insider trading, please see the Company's Insider Trading Policy available on the GRC application or seek guidance from the Legal Department.

## **FAQS**

### **If I do not work in the Legal or Accounting Departments, is insider trading applicable to me?**

Yes, insider trading is applicable to everyone. When you use material, non-public information to purchase or sell stocks, you are breaking the law. Below are some hypothetical situations when insider trading would be at issue if you were to use or share the information to purchase or sell stocks.

- While working on due diligence, you learn about confidential information of another company that is not available to the public.
- While at the printer, you see a document that is not yours and contains confidential information regarding the Bank or another company.
- While on the 14<sup>th</sup> floor, you overhear executives discussing matters involving the Bank that are confidential. These matters could include an acquisition, a business deal, or concerns about the impact of something on the Company.

### **Does the Company's Insider Trading Policy apply to my family members?**

Yes, the Insider Trading Policy is applicable to your family members as well. Remember that it is still insider trading if you take material, non-public information and pass it on to a family member for them to use. If you have more questions or concerns regarding insider trading, do not hesitate to reach out to the Legal Department.

# Complaints On Accounting & Audit Matters

Complaints and concerns regarding accounting or the auditing of financial statements are taken very seriously and should be shared immediately with the Audit Committee Chairperson and the Chief Audit Executive. The Audit Committee Chairperson reports to the Audit Committee on complaints received and the results of investigations into those complaints. If you prefer to file an anonymous complaint or concern rather than sharing it personally, you can do so through EthicsPoint. For the phone number, website link, and QR code for EthicsPoint refer to page 7. Additionally, in cases where it is not appropriate to discuss a concern directly with a manager, supervisor, Human Resources, Chief Legal Officer, or the Chief Human Resources Officer, EthicsPoint should be used.

## FAQS

### **Who is the Audit Committee Chairperson?**

*Juan Figuereo*

### **Do I have to report to the Audit Committee Chairperson?**

*No. You can report to your supervisors, managers, the Chief Human Resources Officer, or Chief Legal Officer. If you would like to stay anonymous, then you can use EthicsPoint.*

# Administration

**Board of Directors:** The Board of Directors through the Audit Committee and the Nominating and Corporate Governance Committee, 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 Nominating and Corporate 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.

# 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. Additionally, 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.

# Rules for Principal Executive Officer and Senior Financial Officers & Audit Matters

In addition to complying with all other parts of the Code of Business Conduct and Ethics, 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 reporter 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.

I hereby certify that I have received and reviewed this Code of Business Conduct and Ethics.

## **EMPLOYEE**

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

# People.

People are the foundation of Western Alliance and we invest in their success.



# Performance.

Our people work hard and smart for clients, creating strong shareholder performance.

# Possibilities.

This leads to tremendous possibilities to fuel client growth and support our communities, and in turn provide expanding opportunities to attract and retain our people.

