

**TABLE OF CONTENTS**

<b>A. POLICY STATEMENT</b>	<b>2</b>
<b>B. APPLICABILITY</b>	<b>2</b>
<b>C. CODE OF BUSINESS CONDUCT AND ETHICS</b>	<b>2</b>
<b>D. CONFLICTS OF INTEREST</b>	<b>2</b>
<b>E. DISCLOSURE REQUIREMENTS OF CONFLICTS OF INTEREST</b>	<b>3</b>
<b>F. PROTECTING CORPORATE ASSETS</b>	<b>3</b>
<b>G. PROPER USE AND CARE OF INFORMATION</b>	<b>4</b>
<b>H. COMPLIANCE WITH LAWS, RULES, REGULATIONS</b>	<b>4</b>
<b>I. COMPANY REPORTING</b>	<b>4</b>
<b>J. DEALING WITH CUSTOMERS, PROSPECTS, SUPPLIERS, AND COMPETITORS</b>	<b>4</b>
<b>K. TREATING PEOPLE WITH RESPECT</b>	<b>4</b>
<b>L. ADMINISTRATION OF THE CODE OF BUSINESS CONDUCT AND ETHICS</b>	<b>5</b>
<b>M. WHISTLEBLOWERS</b>	<b>5</b>
<b>N. WAIVERS</b>	<b>6</b>
<b>O. COMPLIANCE PROCEDURES</b>	<b>6</b>
<b>P. PROTECTION AGAINST RETALIATION</b>	<b>7</b>
<b>Q. DOCUMENT CHANGE CONTROL SECTION</b>	<b>7</b>

**A. POLICY STATEMENT**

It is the policy of Pacific Premier Bancorp, Inc. and all of its subsidiaries, including but not limited to Pacific Premier Bank (collectively, the “Company”), to fully comply with the spirit and intent of all applicable laws and regulations. The Company expects its directors, officers and employees to use good judgment and high ethical standards and to refrain from any form of illegal, dishonest, or unethical conduct.

**B. APPLICABILITY**

This Code of Business Conduct and Ethics (“Code”) applies to all officers and employees of the Company, and all members of the Company’s Board of Directors (“Board”).

**C. CODE OF BUSINESS CONDUCT AND ETHICS**

This Code is a statement of the Company’s values and ethical standards. The Company requires all of its employees, officers and directors to adhere to this Code. It is the guide we follow to protect our most valuable asset, the reputation of the Company.

Through this Code we endorse the following principles:

- Compliance with all applicable governmental laws, rules and regulations, and Company policies is imperative to the Company’s success and is required of every employee, officer and director.
- The decisions we make and the actions we take are proper and have a high sense of integrity on how they may appear to others.
- We are honest, trustworthy, ethical and fair in our actions and relationships with and on behalf of the Company. We avoid situations in which our personal interests conflict, may conflict, or may appear to conflict, with the interests of the Company or its customers.
- Our business is based on a fair and free, competitive market process, which results in the Company’s earning a profit by providing customers with appropriate financial products and services.
- We maintain systems and processes designed to protect proprietary and confidential information in accordance with applicable laws.
- We maintain systems and processes designed to keep customer information secure.
- We act professionally and respect the dignity of others.
- We contribute to the effectiveness of this Code and will notify our immediate supervisor or other appropriate persons as set forth herein if violations or possible violations are observed.
- We maintain sound personal financial conditions by exercising good judgment in our own financial affairs.

Employees, officers and directors must apply this Code’s principles in all business dealings and in every aspect of employment by or directorship with the Company. These principles must apply to all communications in all media, including e-mail and the internet.

Employees, officers and directors must consider their actions in light of how they may be interpreted by others and whether they are behaving appropriately and performing in the best interest of the Company.

**D. CONFLICTS OF INTEREST**

A conflict of interest is defined as an employee, officer or director’s involvement in outside interests, which might either conflict with the fiduciary duty to the Company or adversely affect the employee, officer or director’s judgment in the performance of his/her responsibilities.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier, including work as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

A management official of the Company generally may not be a management official of an unaffiliated depository institution or depository holding company if it would violate the management official interlocks prohibitions of the Company's regulators.

It is the Company's policy that all employees, officers and directors not engage in personal conduct that will conflict with the interests of the Company. It is important to avoid even the appearance of a conflict of interest, since the appearance can be as damaging to the Company's reputation as an actual conflict.

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 or higher levels of management. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of Human Resources or Company management.

**E. DISCLOSURE REQUIREMENTS OF CONFLICTS OF INTEREST**

Full Disclosure. Full disclosure by directors, officers and employees of their outside or personal involvement in any project or business activity that could pose a conflict of interest with their fiduciary duties of care and loyalty to the Company will be made to Human Resources or Company management and/or the Board.

Board Consideration. Specific consideration by the Board, or by a committee of the Board comprised exclusively of independent directors, whenever a potential conflict of interest is present in any proposed loan or other transaction or relationship the Company may enter into will be documented in the Board's deliberation and decision in the minutes.

Employee Consideration. All employees are required to notify Human Resources or Company management if they feel that they may have or have the appearance of placing him/herself in a conflict of interest situation.

**F. PROTECTING CORPORATE ASSETS**

Directors, officers and employees are responsible for safeguarding the tangible and intangible assets of the Company, its customers, suppliers, and distributors that are under Company control. Company assets may not be used for personal benefit except where permitted by the Company within local practices and laws. Assets include cash, securities, business plans, customer information, supplier information, distributor information, intellectual property (computer programs, models, and other such items), physical property, and services.

The Company's telephone, e-mail, and voice-mail systems are primarily for business purposes. You may not use these systems in a manner that could be harmful or embarrassing to the Company.

Copying, selling, using or distributing information, software, and other forms of intellectual property is a violation of license agreements and is strictly prohibited.

Misappropriating of Company assets is a breach of your duty to the Company and may constitute an act of fraud. In addition, carelessness and waste in regard to any Company asset is also a breach of your duty to the Company.

**G. PROPER USE AND CARE OF INFORMATION**

The Company recognizes its obligation to shareholders, customers, and employees to ensure protection of the confidentiality and integrity of all forms of data and information. Employees, officers and directors must maintain confidentiality of information even after they leave the Company. Misuse of confidential information, such as insider trading, trading upon material non-public information, and disclosing confidential information is strictly prohibited.

All entries to books and records must be accurate, in accordance with established accounting and record-keeping requirements and sound accounting controls.

**H. COMPLIANCE WITH LAWS, RULES, REGULATIONS**

You must conduct yourself at the Company and all of its functions or when acting on its behalf in a manner which is in full compliance with all applicable governmental laws, rules and regulations, as well as with all of Company's other policies and procedures. Activity or behavior which would be criminally or civilly actionable is deemed not to be in compliance. In no case shall an employee or director use illegal (theft, bribery, misrepresentation, or espionage) or unethical means or methods when acting on behalf of Company.

All employees may contact the Audit Committee of the Board to discuss any information they have regarding accounting, internal auditing controls or auditing matters. Employees, officers and directors of the Company must not participate in any illegal or criminal activity. Any employee who has been convicted of or pled guilty to a felony or who has been sanctioned by a regulatory agency must immediately report the information in writing to the Chief Human Resources Officer, or designee. Employees, officers and directors must also respond to specific inquiries of the Company's independent public accounting firm.

**I. COMPANY REPORTING**

It is of critical importance that Company's filings with the Securities and Exchange Commission, banking regulators and other regulatory agencies and authorities, as well as its other public communications, be full, fair, accurate, timely and understandable. Depending on your position with the Company, you may be called upon to provide necessary information to assure that the Company's filings and public reports meet these standards. The Company expects employees, officers and directors to take this responsibility very seriously and to provide prompt, accurate answers to inquiries related to the Company's filing and public disclosure requirements.

**J. DEALING WITH CUSTOMERS, PROSPECTS, SUPPLIERS, AND COMPETITORS**

All dealings with customers, prospects, suppliers, and competitors must be conducted in accordance with laws, regulations, and terms which are fair and in the best interest of the Company. Employees, officers and directors must not allow personal relationships to influence business decisions. Every employee who approves or can influence customer transactions must adhere to the Bank Secrecy Act, OFAC, and USA Patriot Act and understand the Company's Customer Information Program.

**K. TREATING PEOPLE WITH RESPECT**

It is the Company's policy to treat people fairly and with respect. All employees, officers and directors must deal with current and prospective customers, suppliers, visitors, and other employees without any discrimination because of race, color, creed, religion, sex, national origin, ancestry, citizenship status, age, marital status, sexual orientation, gender, physical or mental disability, veteran status, liability for service in the Armed Forces of the United States, or other classification prohibited by law. Managers must create an environment free of harassment and discrimination. Managers and

employees who violate laws and Company policies regarding fairness and respectful treatment of others are subject to disciplinary action, which may include termination. Any person who believes that an act of harassment or discrimination has occurred must report the incident immediately.

**L. ADMINISTRATION OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

It is the responsibility of each employee, officer and director to be familiar with this Code. Supervisors/managers are expected to make every reasonable effort to ensure that their staffs conduct themselves in a manner consistent with these guidelines.

The Board has the exclusive responsibility for the final interpretation of this Code. The Governance Committee and the Audit Committee will recommend clarifications or necessary changes to this Code to the full Board for approval.

Every possible situation cannot be anticipated in this Code or other such policies. Senior management shall administer this Code on a day-to-day basis and determine matters of interpretation, subject to any final interpretation by the Board. The continued implementation of this Code shall be accomplished by reviews from the Compliance, Internal Audit, and Human Resources Departments.

Employees are strongly encouraged to seek the advice of the appropriate supervisor regarding questions of interpretation and of the applicability of the provisions of this Code to a particular situation.

All employees, officers and directors shall acknowledge that they have read and understand this Code and shall sign the Acknowledgment attached hereto and made a part hereof as Exhibit "A".

All employees shall complete the Statement of Personal Interest annually. Employees who violate the provisions discussed above and the Statement of Personal Interest may be subject to dismissal.

The Statement of Personal Interest is available to all employees on the Bank's intranet.

**M. WHISTLEBLOWERS**

Federal regulations include a provision for protection of any employee who gives information on violations by federally insured banks to any federal banking agency or to the Department of Justice. Basically, the employee may not be discharged or discriminated against for that reason "with respect to compensation, terms, conditions, or privileges of employment". Naturally, the employee does not qualify for this protection if they deliberately participated in the wrongdoing or "knowingly or recklessly provided substantially false information."

All employees may contact our third party vendor, Lighthouse Services, Inc., via the Ethics Hotline to discuss any information they have regarding accounting, internal accounting controls or auditing matters.

If any staff member has a complaint or concern regarding accounting, internal accounting controls or auditing matters, he or she may contact the Ethics Hotline in either of the following ways:

Lighthouse Services, Inc.  
Toll-Free Telephone: (844) 280-0005  
Email: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

If a staff member wishes to file a complaint or concern regarding questionable accounting or auditing matters, he or she may do so on a strictly anonymous basis. Every effort will be made to protect the reporter's identity by our third party hotline vendor. Reports are submitted by Lighthouse to a designated person at the Company. The action taken will depend on the nature of the concern.

Employment-related concerns should continue to be reported to your supervisor, the Human Resource Department, or to the Chief Human Resources Officer, or designee.

**N. WAIVERS**

Any waivers of this Code for executive officers or directors may be made only by the Board upon the recommendation of its Governance Committee. Any amendment to or grant of a waiver from a provision of this Code to any director or executive officer will be promptly filed and/or disclosed to the public to the extent and as required by all applicable securities or other laws, rules or regulations or the requirements applicable to NASDAQ issuers or such other exchange or system upon which Company's securities are listed, quoted or traded. Any waivers of this Code for other personnel may be made by the Chief Human Resources Officer.

**O. COMPLIANCE PROCEDURES**

All employees, officers and directors have a responsibility to understand and follow this Code and to report any violations thereof. In addition, all employees, officers and directors are expected to perform their work with honesty and integrity in any areas not specifically addressed by this Code. A violation of this Code may result in appropriate disciplinary action including the possible termination from employment with the Company, without additional warning.

The Board has the exclusive responsibility for the final interpretation of this Code. This Code may be revised, changed or amended at any time by the Board.

We 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 we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the 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 immediate supervisor. This is the basic guidance for all situations. In many cases, your immediate 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 immediate supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with your Human Resources representative. If that also is not appropriate, you may communicate any violations of this Code either anonymously or by name to the Internal Audit Department in writing by internal mail or U.S. mail addressed to Internal Audit Department, Pacific Premier Bancorp, Inc., 17901 Von Karman Ave, Suite 1200, Irvine, CA 92614. If your complaint has to do with accounting, internal accounting controls or auditing matters see Section M above (Whistleblowers) with respect to appropriate contact personnel.

**P. PROTECTION AGAINST RETALIATION**

Retaliation in any form against an individual who reports a violation of this Code or of law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this Code. Acts of retaliation should be reported immediately and will be disciplined appropriately.

**Q. DOCUMENT CHANGE CONTROL SECTION**

**Review and Approval**

EVP/Chief Human Resources Officer  
EVP/General Counsel  
Board of Directors

**Notifications**

Corporate Secretary

**EXHIBIT "A"**

**CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGMENT**

I certify that I have read, understand and agree to comply with this Code. I agree that I will be subject to sanctions imposed by the Company, in its discretion, for violation of this Code, and that one of the sanctions to which I may be subject as a result of violating this Code is termination of my employment including termination for cause.

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

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

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