

1. Purpose and Scope

The Board of Directors (the “Board”) of Pacific Premier Bancorp, Inc. (the “Company”) has established the Governance Committee (the “Committee”) to assist the Board and the Board of Directors (the “Bank Board”) of the Company’s wholly-owned subsidiary, Pacific Premier Bank (the “Bank”), in fulfilling their respective responsibility for identifying individuals qualified to become Board and Bank Board members, as the case may be, and recommending to the Board and the Bank Board the director nominees for the Company’s and the Banks respective annual meeting of shareholders. The Committee will also administer the Company’s Corporate Governance Policy (the “Policy”), review performance under the Policy and the content of the Policy annually, and lead the Board and the Bank Board in their annual review of their respective performance, composition, and structure.

2. Composition and Meetings

The Committee shall be comprised of at least three (3) members of the Board as appointed by the Board, each of whom shall meet any independence requirements promulgated by the Securities and Exchange Commission (the “SEC”), the Financial Industry Regulatory Authority, any exchange upon which securities of the Company are traded, any governmental and/or regulatory body exercising authority over the Company and as summarized in the Guidelines. Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be elected by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal by the Board. The members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company.

3. Duties and Responsibilities

The Committee shall:

- Consider criteria for identifying and selecting individuals who may be nominated for election to the Board and the Bank Board, as the case may be, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards and the guidelines for selection of nominees set forth in the Policy and the Bank’s Corporate Governance Policy (the “Bank Policy”), including potential candidates’ experience, areas of expertise and other factors relative to the overall composition of the Board and the Bank Board, as the case may be.

- Recommend to the Board and the Bank Board, as the case may be, the slate of nominees for election to the Board and Bank Board, as the case may be, at their respective annual meeting of shareholders.
- Consider unsolicited nominations for Board or Bank Board membership in accordance with the Company's or the Bank's bylaws, as applicable, and guidelines developed by the Committee.
- As the need arises to fill vacancies, actively seek qualified individuals for recommendation to the Board and the Bank Board, as the case may be.
- Reviews the committee structure of the Board and the membership of the various committees at least annually and makes recommendations for any changes to the Board
- Annually review the Policy and the Bank Policy, and make recommendations to the Board and Bank Board, as applicable, concerning corporate governance principles.
- Perform responsibilities set forth in the Company's Related Party Transactions Policy and other policies of the Company and the Bank, as applicable.
- Periodically assess the effectiveness of the Board, the Bank Board and their respective committees in meeting their respective responsibilities representing the long-term interests of the Company's shareholders and the Bank's sole shareholder, as the case may be.
- Report annually to the Board and the Bank Board, respectively, with an assessment of their and their committees' respective performance.
- Regularly review the Pacific Premier's management resources, succession planning and development activities.

4. Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel or other experts or consultants, as it deems appropriate, including sole authority to approve the fees and other retention terms for such persons. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Bank, as the case may be, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

5. Charter Review

The Committee will review and reassess the adequacy of this Charter at least once a year and recommend any proposed changes to the Company's Board. In addition, to the extent and in the manner that the Company is legally required to do by the rules of the SEC, the Committee will cause the Company to publicly file this charter (as then constituted) and publish it on the Company's web site.