

## 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 responsibilities for identifying individuals qualified to serve as Board and Bank Board members, as the case may be, and recommending to the Board and the Bank Board a slate of director nominees to be approved annually by the Company’s and the Bank’s respective shareholders. The Committee will also administer the Company’s Corporate Governance Policy (the “Policy”), annually review performance under the Policy and the Policy’s content, 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 Policy. 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.

Each Committee member shall be elected by the Board and shall serve until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal by the Board. The Committee members 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, 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.
- In accordance with the Policy, the Committee shall review the qualifications and independence of the members of the Board and its various committees on an annual basis and otherwise as periodically as needed.

- 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 annually by the Company's and the Bank's respective shareholders.
- Consider unsolicited nominations for Board membership in accordance with the Company's Bylaws the Policy 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.
- Review the Board's committee structure and the membership of the various committees at least annually and recommend to the Board any necessary or appropriate changes.
- Annually review the Policy, and make recommendations to the Board 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, with an assessment of its and its committees' respective performance.
- Regularly review the Company's and the Bank's management resources, succession planning and development activities.
- Periodically review the Company's strategy, initiatives and policies regarding environmental, social and related governance ("ESG") matters and activities that are significant to the Company.
- Develop with the Board and Bank Board the director orientation process of new directors and monitor the continuing education of existing directors.

#### 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, engaged to advise the Committee, 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 annually 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.