



Opus Bank

Insider Trading and Disclosure Policy

Policy Owner: Andy Gallardo
Board Approval Date: January 24, 2019

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Purpose

This document sets forth the Insider Trading and Disclosure Policy (the “Policy”) regarding trading in the securities of Opus Bank and, where applicable, the disclosure of such transactions. All references to “Opus Bank” in the document include any subsidiaries of Opus Bank.

Application of Policy

This Policy applies to all transactions in Opus Bank’s securities, including common stock, preferred stock, stock options, warrants and convertible debentures (including those securities issued upon exercise or conversion, as the case may be), as well as to derivative securities relating to Opus Bank securities, whether or not issued by Opus Bank, such as exchange-traded options (collectively, “Opus Securities”). This Policy applies to all officers and employees of Opus Bank, including any subsidiaries, all members of Opus Bank’s Board of Directors, and any consultants, advisors and contractors to Opus Bank that Opus Bank designates, as well as members of the “immediate families” (as defined below) and households of these parties. These parties, members of their immediate families, and members of their households are sometimes referred to in this Policy as a “Covered Party” or “Covered Parties.” This Policy also applies to family trusts or other entities that are controlled by, or benefit, one or more Covered Parties.¹

General Statement

“Nonpublic information” (as defined below) relating to Opus Bank or its business is the property of Opus Bank. Opus Bank prohibits the unauthorized disclosure of any such nonpublic information acquired in the work-place or otherwise as a result of an individual’s employment or other relationship with Opus Bank, as well as the misuse of any material nonpublic information about Opus Bank or its business in securities trading.

Insider Trading Compliance Officer

Opus Bank has designated Opus Bank’s General Counsel, Andy Gallardo, as its current Insider Trading Compliance Officer (the “Compliance Officer”). The Compliance Officer’s duties are described in Attachment A to this Policy. Please direct your questions as to any of the matters discussed in this Policy to Mr. Gallardo, who can be reached by phone at (949) 224-8844 or by email at agallardo@opusbank.com.

¹ Notwithstanding anything in this Policy to the contrary, if an Opus Bank director is a representative of a shareholder that beneficially owns 5% or more of Opus Bank’s issued and outstanding securities (such shareholder, together with its affiliated entities, a “Significant Stockholder”), such Significant Stockholder shall be excluded from the definition of “Covered Person” for purposes of this Policy; provided that this exclusion shall not apply to any Significant Stockholder that holds Opus Bank securities over which a director has the ability to exercise voting or dispositive control. Notwithstanding the foregoing and for the avoidance of doubt, any such Significant Stockholder shall at all times comply with applicable federal and state securities laws that prohibit certain persons who are aware of material nonpublic information about a company from: (i) trading in securities of that company; or (ii) providing material nonpublic information to other persons who may trade on the basis of that information. See also footnote 2 with respect to any material nonpublic information shared by a Covered Person with any such Significant Stockholder.

General Policies

The following are the general rules of the Policy that apply to all Covered Parties. It is very important that each Covered Party understands and follows these rules. As discussed in this Policy, in the event a Covered Party violates these rules, the related employee may be (i) subject to disciplinary action by Opus Bank (including termination of employment for cause), and (ii) in violation of applicable securities laws (and subject to civil and criminal penalties, including fines and imprisonment). Note that it is each Covered Party's individual responsibility to comply with the laws against insider trading and this Policy. This Policy is intended to assist Covered Parties in complying with these laws.

Each officer and employee of Opus Bank, including any subsidiaries, shall execute the Insider Trading and Disclosure Policy Acknowledgement (Attachment D to this Policy) to (i) acknowledge having received and read this Policy; and, (ii) agree that if s/he trades in Opus Securities while possessing material nonpublic information or in violation of the applicable trading restrictions described herein, s/he may be subject to (A) severe civil and criminal penalties; and; (B) discipline by Opus Bank up to, and including, termination. The Insider Trading and Disclosure Policy Acknowledgement may be distributed electronically for electronic acknowledgment, which when acknowledged will have the same force and effect as if it had been signed by hand.

Officers, directors and other Covered Parties designated by Opus Bank from time to time are subject to certain additional policies and restrictions. See "Additional Policies and Restrictions Applicable to Officers, Directors and Others Specified by Opus Bank" (the "Additional Policies") herein.

Do not trade while in possession of material nonpublic information. From time to time, a Covered Party may come into possession of material nonpublic information as a result of her/his relationship with Opus Bank. A Covered Party may not buy, sell or engage in any transactions in Opus Securities at any time while the Covered Party possesses material nonpublic information concerning Opus Bank. A Covered Party must wait to trade until any such material nonpublic information becomes public information and has been public for at least two full trading days (a trading day is a day on which the New York Stock Exchange is open).

Do not trade during a "black-out period." Subject to the terms of this section, any purchase, sale or trade of Opus Securities by a Covered Party must be completed prior to the commencement of a "black out period" (as defined below). Any Covered Party may not buy, sell or engage in any transactions in Opus Securities during a black-out period, except for trades made pursuant to an approved 10b5-1 Plan (as defined below). It is each such Covered Party's responsibility to know when Opus Bank's regular quarterly black-out periods begin, and s/he should remember to cancel any "limit" orders or other pending trading orders that are in place during a black-out period (unless the orders were made pursuant to an approved 10b5-1 Plan). Please note that if you possess material nonpublic information, you cannot trade in Opus Bank Securities even during an open trading window.

Consult with the Compliance Officer. If a Covered Party is unsure about whether information s/he possesses would qualify as material nonpublic information and whether s/he therefore should refrain from trading in Opus Bank's securities, the Covered Party should contact the Compliance Officer. As described in the Additional Policies, certain Covered Parties must pre-clear all trades involving Opus Securities with the Compliance Officer before entering into the transaction.

Do not give nonpublic information to others. A Covered Party may not give nonpublic information concerning Opus Bank (commonly referred to as “tipping”) to any other person, including family members or other persons within Opus whose jobs do not require them to have that information, and may not make recommendations or express opinions about trading in Opus Bank’s securities under any circumstances.²

Do not discuss Opus Bank information with the press, analysts or other persons outside of Opus Bank. Announcements of Opus Bank information are regulated by Opus Bank policy and may only be made by persons specifically authorized by Opus Bank to make such announcements. Laws and regulations govern the nature and timing of such announcements to outsiders or the public, and unauthorized disclosure could result in substantial liability for you, Opus Bank and its management. If a Covered Party receives inquiries from any third party about Opus Bank nonpublic information, the Covered Party should immediately notify the Compliance Officer or Opus Bank’s Chief Executive Officer.

Do not participate in Internet “chat rooms” (i.e., “blogging”) in which Opus Bank is discussed. In accordance with Opus Bank’s Social Media Policy & Program, directors, officers and employees of Opus Bank may not participate in on-line dialogues (or similar activities) involving Opus Bank, its business or its securities.

Do not use nonpublic information to trade in other companies’ securities. A Covered Party may not trade in the securities of Opus Bank’s, OFP’s, PENSCO’s or OEP’s customers, vendors, suppliers or other business partners when the Covered Party has material nonpublic information concerning Opus Bank’s, OFP’s, PENSCO’s or OEP’s business partners that the Covered Party obtained in the course of her/his relationship with Opus Bank, OFP, PENSCO or OEP and that would give her/him an advantage in trading. Covered Parties should treat material nonpublic information about Opus Bank’s, OFP’s, PENSCO’s or OEP’s business partners obtained in the course of her/his relationship with Opus Bank, OFP, PENSCO or OEP with the same care required with respect to information related directly to Opus Bank.

Do not engage in speculative transactions involving Opus Bank’s securities. Opus Bank directors, officers and employees may not engage in any transactions that suggest s/he are speculating in Opus Bank’s securities (that is, that s/he are trying to profit in short-term movements, either increases or decreases, in the stock price). Opus Bank directors, officers and employees may not engage in any short sale, “sale against the box” or any equivalent transaction involving Opus Bank’s securities. A short sale involves selling shares that a party does not own at a specified price with the expectation that the price will go down so that the party can buy the shares at a lower price before the party has to deliver them. A “sale against the box” is a sale of securities that are owned but are not delivered within 20 days or deposited in the mail for delivery within 5 days after the sale. A “sale against the box” has the same effect as a short sale.

² This restriction does not prevent Opus Bank directors from sharing Opus Bank material nonpublic information with such director’s affiliates (including any Significant Stockholder associated with such director) and representatives; provided that such affiliates and representatives agree to maintain the confidentiality of any such material nonpublic information and do not trade in Opus Bank securities on the basis of that information.

Note that many hedging transactions, such as “cashless” collars, forward sales, equity swaps and other similar or related arrangements may permit an Opus Bank director, officer or employee to continue to own Opus Bank securities but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as Opus Bank’s other stockholders. Therefore, directors, executive officers and employees may not purchase financial instruments or otherwise engage in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Opus Bank securities. Opus Bank requires that any such transaction in Opus Bank securities be carefully reviewed in advance by the Compliance Officer. The Compliance Officer will assess the proposed transaction and, in light of the related facts and circumstances, make a determination as to whether the proposed transaction may be completed or would violate this Policy.

Covered Parties must ensure that persons controlling their family trusts (and similar entities) do not violate this Policy. For purposes of this Policy, any transactions involving Opus Bank securities in which a Covered Party’s family trusts, partnerships, foundations and similar entities over which the Covered Party has control, or whose assets are held for the benefit of the Covered Party, are the same as transactions by the Covered Party. Each Covered Party is responsible for making sure such persons and entities are aware of the need to confer with such Covered Party before they trade in Opus Securities and that such persons and entities do not engage in any transaction that would violate this Policy if the Covered Party were to engage in the transaction directly.

Certain family trusts and other entities of this type having an independent, professional trustee who makes investment decisions on behalf of the entity and over which the Covered Person does not have influence or control and with whom a Covered Party does not share Opus Bank information, may be deemed to be eligible for an exception to this rule. A Covered Party should contact the Compliance Officer if s/he has questions regarding this exception. A Covered Party should assume that this exception is not available unless the Covered Party has first obtained the approval of the Compliance Officer.

Exceptions to the Policy

The following exceptions to the Policy apply:

Exceptions for Purchases under Employee Stock Option. The exercise (without a sale) of stock options and the purchase (without a sale) of securities pursuant to any Opus Bank equity incentive plan (a “Plan”) are excepted from this Policy, since the other party to the transaction is Opus Bank, itself, and the price does not vary with the market but is fixed by the terms of a Plan and the underlying grant agreement. However, any subsequent sale of shares acquired pursuant to a Plan is subject to the Policy.

Exceptions for Blind Trusts and Pre-Arranged Trading Programs. Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), provides an affirmative defense against insider trading liability under federal securities laws for a transaction done pursuant to “blind trusts” (generally, trusts or other arrangements in which investment control has been completely delegated to a third party, such as an institutional or professional trustee) or pursuant to a written plan, or a binding contract or instruction, entered into in good faith at a time when the insider was not aware of material nonpublic information, even though the transaction in question may occur at a time when the person is aware

of material nonpublic information. Opus Bank may, in appropriate circumstances, permit transactions pursuant to a blind trust or a pre-arranged trading program that complies with Rule 10b5-1 (a “10b5-Plan”) to take place during periods in which the individual entering into the transaction may have material nonpublic information or during black-out periods.

If a Covered Party wishes to enter into a blind trust arrangement or a 10b5-1 Plan, the Covered Party must notify the Compliance Officer at least five (5) days prior to the entry into such 10b5-1 Plan. The Compliance Officer will review proposed arrangements to determine whether they comply with Rule 10b5-1 of the Exchange Act. Opus Bank reserves the right to bar any transactions in Opus Bank securities, even those pursuant to arrangements previously approved, if Opus Bank determines that such a bar is in the best interests of Opus Bank.

Application of Policy After Employment Terminates. The prohibition on trading in Opus Securities on the basis of material nonpublic information continues even after termination of service to Opus and continues until such information is public or is no longer material. If any such former employee has questions as to whether s/he possesses material nonpublic information after s/he has left the employment of Opus Bank, s/he should direct questions to the Compliance Officer.

Potential Criminal and Civil Liability and/or Disciplinary Action.

Pursuant to applicable law, the penalties for “insider trading” include civil fines of up to three times the profit gained or loss avoided criminal fines of up to \$5,000,000 and up to twenty years in jail for each violation. A Covered Party can also be liable for improper transactions by any person to whom s/he has disclosed nonpublic information or made recommendations on the basis of such information as to trading in Opus Bank’s securities (“tippee liability”). Large penalties have been imposed by federal securities regulators even when the disclosing person did not profit from the trading. Federal securities regulators, the stock exchanges and the Financial Industry Regulatory Authority (FINRA) use sophisticated electronic surveillance techniques to uncover insider trading. Employees of Opus Bank who violate this Policy also will be subject to disciplinary action by Opus Bank, which may include ineligibility for future participation in a Plan or termination of employment for cause.

Definitions used in this Policy

Black-Out Period. During the end of each fiscal quarter and until public disclosure of the financial results for that quarter, Covered Parties who are officers, directors or employees of Opus Bank may possess material nonpublic information about Opus Bank’s expected financial results for the quarter. Even if such Covered Party does not actually possess any such information, any trades by her/him during that period may give the appearance that s/he is trading on inside information. Accordingly, Opus Bank has designated a regularly scheduled quarterly “black-out period” on trading for all Covered Persons beginning on the 15th day of the final month of each fiscal quarter and ending at the close of the second full trading day (a trading day is a day on which the New York Stock Exchange is open) after public disclosure of the quarter’s financial results.

Material Information. For purposes of this Policy, information shall be considered “material,” whether positive or negative, if a reasonable investor would consider such information important when determining whether to buy or sell securities.

While it may be difficult to determine whether particular information is material or not, there are some categories of information that are particularly sensitive and that should almost always be considered material. Examples include: financial results and projections (especially to the extent Opus Bank's own expectations regarding its future financial results differ from analysts' expectations), news of a pending or proposed merger or acquisition, new equity or debt offerings, dividends or stock splits, gain or loss of a major customer or supplier, major product announcements, changes in senior management, a change in Opus Bank's accountants or accounting policies, pending or threatened significant litigation or the resolution of such litigation, significant cybersecurity incidents or any major problems or successes of the business. If a Covered Party has any questions regarding whether information s/he possesses is material, s/he should contact the Compliance Officer.

Nonpublic Information. Information about Opus Bank is considered to be "nonpublic" if it is known within Opus Bank but not yet widely disseminated to the general public. Opus Bank will disclose information to the public either via press release or in the regular quarterly and annual reports that Opus Bank is required to file with the Federal Deposit Insurance Corporation (the "FDIC"). Information is considered "public" only after it has been publicly available, through press release or otherwise, for at least two full trading days. If a Covered Party has any questions regarding whether any information they possess is nonpublic or has been publicly disclosed, s/he should contact the Compliance Officer.

Trading Window. The period outside a black-out period is referred to as the "trading window." Trading windows that occur between the regularly-scheduled quarterly black-out periods can be "closed" by the imposition of a special black-out period if there are developments meriting a suspension of trading by Opus Bank personnel.

Questions

Any questions regarding this Policy and any transactions in Opus Bank securities should be directed to the Compliance Officer.

Additional Policies and Restrictions Applicable to Executive Officers, Directors and Others Specified by Opus Bank

These Additional Policies apply to executive officers, directors and certain other officers, employees and consultants of Opus Bank, as designated from time to time by the Compliance Officer. These parties are sometimes referred to in these Additional Policies as “Insiders.” Note that it is each Insider’s individual responsibility to comply with the laws against insider trading. This Policy is intended to assist Insiders in complying with these laws, but Insiders must always exercise appropriate judgment in connection with any trade in Opus Bank’s securities.

Do not trade during special black-out periods.

Opus Bank prohibits all Insiders listed on Attachment B to this Policy (as may be changed from time to time to add or remove parties as appropriate) from trading during special black-out periods (as defined below), except for trades made pursuant to an approved 10b5-1 Plan. If Insiders listed on Attachment B are informed that Opus Bank has implemented a special black-out period during which such individuals cannot engage in transactions of Opus Securities, they may not disclose to anyone the fact that trading has been suspended, including other Opus Bank employees (who may themselves not be subject to the black-out), family members (other than those subject to this Policy who would be prohibited from trading because the Insider is), friends or brokers. Insiders listed on Attachment B should treat the imposition of a special black-out period as material nonpublic information. The Insider should not resume trading in Opus Bank Securities until they are informed by the Compliance Officer that the special black-out period is over.

Remember to cancel any “limit” orders or other pending trading orders that are in place during a special black-out period (unless the orders were made pursuant to an approved 10b5-1 Plan).

If an Insider is added to Attachment B, and as a result becomes subject to Opus Bank’s special black-out periods, the Insider will be notified by the Compliance Officer.

You must pre-clear all trades involving Opus Bank’s stock.

Except for trades made pursuant to an approved 10b5-1 Plan, all Insiders listed on Attachment B to this Policy must refrain from trading in Opus Bank’s securities, even during an open trading window, unless they first comply with these Opus Bank pre-clearance procedures. To pre-clear a transaction, such Insider must submit a completed, signed Application and Approval Form in the form attached as Exhibit I to this Policy at least two (2) trading days prior to the proposed transaction, and receive the approval of the Compliance Officer before entering into the transaction. If an Insider is added to Attachment B and as a result becomes subject to Opus Bank’s mandatory pre-clearance procedures, s/he will be notified by the Compliance Officer.

In pre-clearing a trade, and in addition to reviewing the substance of the proposed trade, the Compliance Officer may consider, among other things, whether it will be possible for both the Insider and Opus Bank to comply with any applicable public reporting requirements, whether the Insider may be aware of material nonpublic information about Opus and whether the Insider has effected any opposite-way transactions within the past six months.

Do not engage in hedging or derivative transactions involving Opus Bank stock.

Insiders, including Opus Bank directors, executive officers or other officers or employees listed on Attachment B, may not purchase financial instruments or engage in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Opus Bank securities granted as compensation, or held directly or indirectly by such individual, such as “cashless” collars, forward contracts, equity swaps or other similar or related transactions.

Do not engage in pledging or margin account transactions involving Opus Bank stock.

Securities held in a margin account may be sold by the broker without the customer’s consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure may occur at a time when the pledger is aware of material nonpublic information or otherwise is not permitted to trade in Opus Bank securities, insiders who are Opus Bank directors, executive officers or other officers or employees listed on Attachment B may not margin Opus Bank securities in an account or pledge Opus Bank securities as collateral for a loan.

Observe the liability rules contained in Section 16 of the Exchange Act applicable to officers and Board members and 10% stockholders.

Certain officers of Opus Bank, members of Opus Bank’s Board of Directors and 10% stockholders of Opus Bank must also conduct their transactions in Opus Bank securities in a manner designed to comply with the “short-swing” trading rules of Section 16(b) of the Exchange Act. The practical effect of these federal securities laws is that officers, directors and 10% stockholders of Opus Bank who purchase and sell, or sell and purchase, Opus Bank securities within a six-month period must disgorge all profits to Opus Bank whether or not they had any nonpublic information at the time of the transactions.

Parties are subject to Section 16 of the Exchange Act if they hold an office, title, position or relationship listed on Attachment C to this Policy (the “Section 16 Reporting Parties”).

Comply with public securities law reporting requirements.

Federal securities laws require that Section 16 Reporting Parties and affiliates of Opus Bank publicly report transactions in Opus Bank securities (on Forms 3, 4 and 5 under Section 16, Form 144 with respect to restricted and control securities, and, in certain cases, Schedules 13D and 13G). Please note that the due dates for Section 16 Reporting Parties to file a (i) Form 3 is 10 days after the event causing the party to become a Section 16 insider, (ii) Form 4 is two business days after the transaction has been executed, and, (iii) Form 5 is 45 days after the end of Opus Bank’s fiscal year. By way of example, if a Section 16 Reporting Party consummates a transaction in Opus Bank securities on Monday, a Form 4 reporting that transaction must be filed on Wednesday. Opus Bank takes these reporting requirements seriously and requires that all parties subject to public reporting of Opus Bank securities transactions adhere to the rules applicable to these forms. Where issues arise as to whether reporting is technically required (particularly issues that turn on facts specific to the transaction and the individuals involved, or on unsettled issues of law), Opus Bank encourages Section 16 Reporting Parties to choose to comply with the spirit and not the letter of the law – in other words, to

err on the side of fully and promptly reporting the transaction even if not technically required to do so.

The consequences of a late filing or a failure to file under the rules are significant and may include:

- Public disclosure of the late filing in Opus Bank's annual proxy statement and annual report on Form 10-K.
- Fines of \$8,908 per violation by a Section 16 Reporting Party, and \$89,078 per violation by companies under the Exchange Act. Higher fines may be imposed for violations involving fraud, deceit or manipulation.

In addition, where Opus Bank is required to report transactions by individuals, Opus Bank expects full and timely cooperation by the individual.

Exceptions for Emergency, Hardship or Other Special Circumstances. In order to respond to emergency, hardship or other special circumstances, exceptions to the prohibition against trading during black-out periods will require the approval of the Compliance Officer and Opus Bank's Chief Executive Officer.

Definitions

Special Black-Out Period. In addition to the regularly-scheduled black-out periods, Opus Bank may from time to time designate other periods of time as a special black-out period if material nonpublic information about Opus Bank is pending (for example, if there is some development with Opus Bank's business that merits a suspension of trading by Opus Bank personnel). Opus Bank may not widely announce the commencement of a special black-out period, as that information can itself be sensitive information. For this reason, it is extremely important that the pre-clearance procedures outlined in this Policy are followed to ensure that Insiders listed on Attachment B do not trade during any special black-out period.

Attachment A

Compliance Officer Duties

Duties of Compliance Officer.

The duties of the Compliance Officer include, but are not be limited to, the following:

- A. Pre-clearing all transactions involving Opus Bank's securities by those persons occupying any office, title or position listed on Attachment B to the Policy, in order to determine compliance with the Policy, insider trading laws, Section 16 of the Exchange Act, Rule 144 promulgated under the Securities Act of 1933, and other applicable securities laws, as adopted and amended from time to time. Pre-approve any 10b5-1 Plan entered into by a Covered Party.
- B. Assisting in the preparation and filing of Section 16 reports (Forms 3, 4 and 5) for all Section 16 Reporting Parties, and other applicable reports (whether filed by Opus Bank or the individual), including providing memoranda and other appropriate materials to its officers and directors regarding compliance with Section 16 of the Exchange Act, its related rules and other applicable disclosure rules.
- C. Serving as the designated recipient at Opus Bank of copies of reports filed with the FDIC by Section 16 Reporting Parties under Section 16 of the Exchange Act and other reports required by applicable disclosure rules.
- D. Mailing periodic reminders to all Section 16 Reporting Parties and other parties subject to disclosure rules regarding their obligations to satisfy their, or to assist Opus Bank in complying with its, reporting obligations.
- E. Establishing procedures designed to ensure that Opus Bank will be in a position to comply with any securities law disclosure rules, either currently in force or that may be adopted in the future, that apply to Opus Bank and relate to insider transactions involving Opus Bank stock. The procedures may include requiring an Insider to notify the Compliance Officer sufficiently in advance of engaging in a transaction both to allow pre-clearance of the transaction for purposes of the Policy and to prepare any reports Opus Bank is required to file and requiring an Insider to make available to Opus Bank all information necessary for Opus Bank to comply with applicable disclosure rules.
- F. Performing periodic cross-checks of available materials, which may include Forms 3, 4 and 5, Form 144, officer and director questionnaires and reports received from Opus Bank's stock administrator and transfer agent, to determine trading activity by officers, directors and others who have, or may have, access to material nonpublic information.
- G. Circulating the Policy (or a summary of the Policy) to all employees and consultants of Opus Bank, on an appropriate periodic basis, providing the Policy and other appropriate materials to new

employees and consultants and otherwise ensuring that appropriate education of affected individuals is accomplished.

H. Obtaining a signed acknowledgment of receipt of the Policy from individuals subject to it.

I. Providing periodic reports on ongoing compliance matters, including any disciplinary actions, regarding the Policy to the Risk Oversight Committee of the Board of Directors, or the full Board of Directors, if requested, on a quarterly basis and otherwise assisting Opus Bank's Risk Oversight Committee of the Board of Directors and Board of Directors in implementation of the Policy and this Compliance Program.

J. Monitor compliance with the Policy and report any violation of the Policy to the Risk Oversight Committee of Opus Bank's Board of Directors.

Compliance Officer Assistance.

The Compliance Officer is authorized to designate one or more persons to assist in administering this Policy.

Attachment B

**Opus Bank
Persons Subject to Special Black-Out Periods
of Insider Trading Policy
as of January 24, 2019**

Persons holding an Office, Title or Position listed below:³

All directors and officers identified on Attachment C

Senior Vice President, Interim General Counsel – Andres Gallardo
Interim General Counsel – Carlton Langer
Corporate Secretary – Richard Sanchez
Assistant Corporate Secretary – Cherie Irvine

Senior Vice President, Finance & Deputy Chief Financial Officer – William Han
Senior Vice President, Controller – Danelle Thomsen
Senior Vice President, Enterprise Risk Management – Carlos Martinez
Senior Vice President, Director of Investor Relations – Brett Villaume
Senior Vice President, Director of Corporate Initiatives – Jared Borek

First Vice President, Tax Director – Hala Tadros
First Vice President, Director of Financial Reporting – Katie Fukuda
First Vice President, Finance Manager – Jian Gao
First Vice President, Assistant Controller – Barbra Hyman
First Vice President, Enterprise Risk Management – Edwin Shih

Vice President, Financial Reporting and Analytics – Kellyn Hodge

³ For avoidance of doubt, if an Opus Bank director is a representative of a Significant Stockholder, such Significant Stockholder shall be excluded from this Attachment B; provided that this exclusion shall not apply to any Significant Stockholder that holds Opus Bank securities over which a director has the ability to exercise voting or dispositive control.

Attachment C

**Opus Bank
Persons Subject to Section 16 of the Exchange Act
as of January 10, 2019**

Persons holding an Office, Title, Position or Relationship listed below:

Board of Directors of Opus Bank- Paul G. Greig, Marsha Cameron, Mark Deason, Mark Cicirelli, Michael Meyer, David King, Mark Schaffer, Rich Thomas

Senior Officers of Opus Bank—

Interim President & Chief Executive Officer- Paul G. Greig

Vice Chairman, Senior Chief Credit Officer – Brian Fitzmaurice

Vice Chairman, Co-Chief Lending Officer, Head of Commercial Real Estate Banking – Edward Padilla

Senior Executive Vice President, Wealth Services, Chairman and Senior Managing Director of Opus Financial Partners, and Chairman and Chief Executive Officer of PENSCO Trust Company – Curtis Glover

Executive Vice President, Head of Commercial Banking – James Haney

Executive Vice President, Chief Financial Officer – Kevin Thompson

Executive Vice President, Chief Risk Officer - Dwayne Sharpy

Executive Vice President, Chief Operating Officer – Jenny Simmons

Executive Vice President, Chief Audit Executive – Joseph Simpson

Executive Vice President, Chief Banking Officer and Head of Sales – Balaji Krishna

Executive Vice President, Chief Human Resources Officer

10% or more Stockholders

Attachment D**Insider Trading and Disclosure Policy Acknowledgment**

I certify that I have read, understand and agree to comply with the Opus Bank Insider Trading and Disclosure Policy (the “Policy”). I agree that I will be subject to sanctions imposed by Opus Bank, in its discretion, for violation of the Policy, and that Opus Bank may give stop-transfer and other instructions to Opus Bank’s transfer agent against the transfer of Opus Bank securities as necessary to ensure compliance with the Policy. I acknowledge that, if I am an employee of Opus Bank, I will be subject to sanctions, which may include termination of employment for cause that may be imposed by Opus Bank in its discretion. I acknowledge that, any electronic acknowledgement of this Policy shall have the same force and effect as if I had signed this acknowledgment by hand.

Printed Name: _____

Signature: _____

Date: _____

Exhibit I

Application and Approval Form for Trading by Designated Persons

Name: _____

Title: _____

Proposed Trade Date: _____

Type of Security to be Traded: _____

Type of Trade (Purchase/Sale): _____

Amount of Securities to be Traded: _____

Certification

I, (please print name) _____, hereby certify that I am not in possession of any material nonpublic information concerning Opus Bank, as described in Opus Bank’s “Insider Trading and Disclosure Policy.” I understand that, if I trade while possessing such information or in violation of such trading restrictions, I may be subject to severe civil and criminal penalties, and, if I am an employee of Opus Bank, will be subject to discipline by Opus Bank up to, and including, termination for cause.

(Signature)

Date: _____

Compliance Officer Review and Decision

The undersigned hereby certifies that the Compliance Officer of Opus Bank has reviewed the foregoing application and (Compliance Officer to initial one of the following):

_____ APPROVES the proposed trade(s).

_____ DISAPPROVES the proposed trade(s).

(Signature)

Compliance Officer (or Designee)

Date: _____