

OPUS BANK

AMENDED AND RESTATED EXECUTIVE COMMITTEE CHARTER

Adopted March 7, 2014 and effective as of April 16, 2014

The Executive Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Opus Bank (the “Bank”).

I. PURPOSE

To ensure the continuity in the management of the business and affairs of the Bank, the Committee is appointed by the Board to exercise all of the powers of the Board during the intervals between meetings of the Board to the extent necessary, except as otherwise limited by the laws of the State of California, the Bank’s Articles of Incorporation, as amended, the Bank’s Amended and Restated Bylaws, the rules of The Nasdaq Stock Market or this Charter.

II. COMMITTEE MEMBERSHIP

A. Except as required by paragraph II.C. below, the Committee shall consist of no fewer than four directors as determined by the Board. The Chairman of the Board and the Chief Executive Officer of the Bank will be a member of the Committee.

B. The members and chair of the Committee shall be appointed and replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee. The members of the Committee will have such qualifications as the Board, upon recommendation of the Nominating and Corporate Governance Committee, determines.

C. Certain investors affiliated with each of Fortress Investment Group LLC, Elliot Associates, L.P., and Starwood Capital Group Global, L.P. may appoint a representative to the Board (each an “Investor Representative”). Notwithstanding anything to the contrary in this Charter, during any period that an Investor Representative is a member of the Board, the Committee shall not have less than five members.

III. MEETINGS

A. The Committee shall meet as often as it deems necessary in order to perform its responsibilities.

B. The Committee may request that any directors, officers or employees of the Bank, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

C. Meetings of the Committee shall be called by the Chair of the Committee or a majority of the members of the Committee. Meetings of the Committee shall be held and actions taken in the same manner as is provided in the Amended and Restated Bylaws for meetings of and actions taken by the Board, except that the time of any meetings of the Committee may be determined either by resolution of the Board or by the Committee. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Bank.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. Except as otherwise limited by the laws of the State of California, the Bank's Articles of Incorporation, as amended, the Bank's Amended and Restated Bylaws, the rules of The Nasdaq Stock Market or this Charter, the Committee is authorized to exercise all of the powers of the Board during the intervals between meetings of the Board to the extent necessary.

B. The Committee shall have the authority to obtain advice and assistance from internal and external legal, accounting or other advisors. The Committee shall also have access to the Bank's management for research, consultation and advice on all of the matters contained in this Charter. In performing their responsibilities, members of the Committee are entitled to rely in good faith on records of the Bank and information, opinions, reports or statements prepared or presented by one or more officers or employees of the Bank or other persons whom the members reasonably believe to be reliable and competent in matters presented.

C. The Committee shall make reports to the Board as needed.