



RISK COMMITTEE CHARTER

Purpose

The primary purpose of the Risk Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Western Alliance Bancorporation and its wholly owned subsidiaries (collectively referred to as the “**Company**”) in supporting the appropriate stature and independence of the risk management function within the Company. The Committee is responsible for the Company’s risk management policies and oversight of (i) the Company’s Enterprise Risk Management Framework and (ii) the second line of defense in the Company’s Three Lines of Defense model as described in the Company’s Corporate Governance Guidelines.

Committee Membership

The Committee shall be composed of three or more members of the Board of Directors in such number as determined by the Board on the recommendation of the Nominating and Corporate Governance Committee (the “**Governance Committee**”).

To facilitate open communication between the other committees of the Board, the chair of the Risk Committee is encouraged to meet at least once per year with the chairs of the various committees of the Board to discuss the oversight of risk in the Company with respect to the other committees of the Board.

The members of the Committee shall be appointed by the Board, after considering the recommendation of the Governance Committee, and shall serve until their successors are appointed. The Committee may from time-to-time delegate certain powers or responsibilities to a duly appointed subcommittee thereof. All members of the Committee shall have an understanding of issues related to risk management or related business experience, as determined in the discretion of the Board and Governance Committee. Committee members may enhance their familiarity with risk management issues by participating in educational programs conducted by the Company, a qualified third-party provider, or an outside consultant. In fulfilling the responsibilities set out in this Charter, the Committee has the authority to conduct any investigation and shall have access to any officer or employee of the Company necessary or appropriate to fulfilling its responsibilities. The Committee may obtain advice and assistance from outside legal, accounting or other advisors, as the Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Company for such independent counsel or outside advisor.

No member of the Committee may be a current officer of the Company. A majority of the members of the Committee, including the Committee chair, shall satisfy the independence requirements of both the New York Stock Exchange and Item 407 of the Securities and Exchange Commission’s Regulation S-K (17 CFR 229.407(a)). In addition, the Committee chair shall not have been an officer or employee of the Company during the three years preceding his or her appointment as chair and shall not be a member of the immediate family (as defined in Federal Reserve Board Regulation Y) of any person who is, or has been, an executive officer of the Company within the last three years. The Committee shall include at least one “risk management expert” having experience in identifying, assessing, and managing risk exposures of large, complex financial service firms.

Meetings

The Committee shall meet at least quarterly, or more frequently as the Committee may determine appropriate. The Committee shall meet separately with the Chief Risk Officer at each regularly scheduled meeting, and other selected members of management and/or risk management or internal audit personnel as requested by the Committee. Meeting agendas will be prepared by the Chief Risk Officer, after consultation with the Committee Chair, and provided in advance to members, along with appropriate briefing materials.

Authorities, Duties and Responsibilities

To fulfill its responsibilities and duties the Committee shall satisfy itself that sound policies, procedures and practices are implemented for the management of key risks under the Company's Enterprise Risk Management ("ERM") framework, including strategic, credit, liquidity, operational, market, compliance, litigation, and reputational risks (concentration risk is assessed as a subset of credit and liquidity risk). More specifically, the Committee shall:

1. Receive presentations and other information to understand the significant risks to which the Company is exposed.
2. Monitor, on a regular basis, the Company's risk management performance and obtain, on a regular basis, reasonable assurance that the Company's risk management policies for significant risks are being adhered to. On a quarterly basis, review the risk category report and the enterprise-wide risk dashboard that is intended to measure risk appetite exposures. At least once a year, review the ERM Framework which contains the established processes for identifying, aggregating, evaluating, and managing the significant risks to which the Company is exposed.
3. Review periodic summary reports of the enterprise-wide Risk & Control Self-Assessment ("RCSA") Program.
4. Consider and provide advice to the Board, when appropriate, on the risk impact of any strategic decision that the Board may be contemplating, including considering whether any strategic decision is within the risk tolerance established for the Company and monitor compliance with specified risk tolerance metrics quarterly.
5. Recommend a Risk Appetite Statement for the Company to the full Board for approval, and monitor compliance with the Risk Appetite Statement, including oversight of the development of risk tolerances, targets, and limits as appropriate. Make recommendations to the Board regarding changes to Risk Appetite limits or acceptance of additional risk in consideration of the Company's strategic plans. Review remediation or action plans for breaches of risk limits or business activity that does not align to the risk appetite.
6. Review and discuss with management significant regulatory reports and reported risk management deficiencies of the Company and related risk management and remediation plans. Determine whether changes to the Risk Appetite Statement or ERM Framework are warranted as a result of regulatory activities. Monitor all regulatory developments and emerging issues and bring significant matters to the Board's attention.
7. Review and approve the level and adequacy of the Company's executive liability insurance program, including coverage limits, prior to renewal each year. The Committee will review annually the Company's property and casualty insurance program, including information provided by management that summarizes the most recent renewal of these policies. The Committee will periodically review and assess the Company's insurance carriers and brokers, as the Committee determines to be necessary and appropriate.
8. Review and approve significant risk management policies recommended by the Company's management.

9. Monitor management's implementation of the Company's Compliance Management System ("CMS") Framework, including: Compliance policies, Compliance risk assessment results, Compliance testing and business monitoring efforts, and management's monitoring of the Company's compliance with those laws and regulations whose oversight responsibilities have not otherwise been delegated to another committee of the Board.
10. Monitor management's implementation of the Company's Financial Crimes Compliance ("FCC") program, including reviewing FCC policies, risk assessment results and monitoring efforts (e.g., BSA/AML/OFAC metrics).
11. Review the amount, nature, characteristics, concentration, and quality of the Company's credit-related risks. Significant exposures will be monitored through reports presented to the Committee and will include reporting of significant exceptions to risk policies and trends in portfolio quality (credit and position risk) and market risk.
12. Review the annual plan for the Company's Credit Risk Review ("CRR") program. Regularly review information from the Director of CRR to discuss matters related to the management of credit risk as appropriate. Annually review and assess the performance of the Director of CRR.
13. Provide oversight of the Company's Credit Risk Review and Risk Management Departments.
14. Monitor management's implementation of Operations and Technology risk, including, cyber security, information security, Business Continuity and Disaster Recovery programs.
15. Have policy approval authority for those areas of the Company's business and activities assigned to the Committee by the Board from time to time, including, without limitation, the authority to approve, administer, enforce, and interpret those policies.
16. Review and approve any other matters related to risk management or compliance as required by the Company's regulators.

Risk Management Department

The Chief Risk Officer will report to both the Committee and the Chief Executive Officer. The Committee shall have the following duties and responsibilities with respect to the Risk Management Department and the Chief Risk Officer:

- Review and assess the Risk Management Department resource plan (budget, staffing, and systems) annually to ensure it has adequate resources to perform its responsibilities.
- Be consulted in the appointment and dismissal of the Chief Risk Officer of the Company and approve the compensation and salary adjustments of the Chief Risk Officer.
- Assess, at least annually, the effectiveness of the Risk Management Department and Chief Risk Officer.
- Provide a forum for the Chief Risk Officer to raise any risk issues or issues with respect to the relationship and interaction between the Risk Management Department and the Company's Senior Management, Internal Audit Department, the shareholders or regulators.

General

The Committee shall have the following additional general duties and responsibilities:

- Review and assess the adequacy of this Charter at least annually and submit any amendments to this Charter to the Governance Committee and the Board for approval.
- From time to time and as needed, Committee members participate in educational sessions to enhance their familiarity with risk-related issues.

- Perform such other functions and tasks as may be or directed by the Board or mandated by applicable laws, rules, or regulations.
- Periodically conduct an evaluation of the Committee to assess its contribution and effectiveness in fulfilling its mandate, including assessment of its performance of the responsibilities contained in this charter.
- Report directly to the Board, including with respect to material matters arising at Risk Committee meetings following each meeting of the Committee.
- Report to the other committees of the Board on issues of relevance to them.
- Maintain minutes or other records of meetings and activities of the Committee.

The CRO and risk personnel are ultimately accountable to the Committee, in its capacity as a committee of the Board, and to the full Board. While the Committee has the oversight, supervisory and other powers and responsibilities set forth in this Charter, it is not the responsibility of the Committee to manage the ERM Framework on a day-to-day basis. Bank management and staff throughout the company are responsible for oversight and implementation of the ERM Framework.