



PRINCIPLES OF BUSINESS CONDUCT & ETHICS POLICY

I. POLICY STATEMENT

The Principles of Business Conduct and Ethics Policy (“Code of Conduct” or the “Code”) govern issues that concern California BanCorp, and its subsidiaries, including California Bank of Commerce, N.A. (collectively “CBC” or the “Company”) and applies to the members of the Boards of Directors, and to all employees, including officers. Certain provisions contained in the Code are also applicable to independent contractors and temporary staff working on Company engagements and staff of the Company’s vendors working on CBC premises. The purpose of the Code is intended to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interests; promote full, fair, accurate, timely and understandable disclosure in reports and documents the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and all other public communications made by the Company; promote compliance with applicable governmental laws, rules and regulations; promote the protection of Company assets, including corporate opportunities and confidential information; promote fair dealing practices; deter wrongdoing; and ensure accountability for adherence to the Code.

If a person subject to this Code acts in a manner contrary to the Code, he/she could be subject to corrective action, which could range from counseling to termination of employment, depending on management’s evaluation of the circumstances. Even inadvertent violations are generally considered extremely serious.

If additional guidance is needed or there are questions about how to interpret the Code, concerns should be addressed to the Company’s Chief Legal Officer.

II. CONFLICTS OF INTEREST

CBC policy requires all directors, employees, and officers to avoid actual or perceived conflicts of interest. CBC considers a “conflict of interest” to be any situation in which your own interests could compete with the business of CBC or which interferes with your responsibilities or duties to the Company. Business decisions must be made in the best interests of the Company and its constituents and should not be motivated by personal interest, benefit or gain. Conflicts may arise if you take actions or have interests (financial or otherwise) that may make it difficult to perform your work for the Company objectively and effectively. While employed by CBC, you may not accept positions, employment, or other business relationship with financial institutions other than CBC, including rendering of investment, legal or accounting services; membership on

corporate boards of directors, seeking of an elective political position; or appointment to government bodies without prior written approval by the Director of Human Resources.

The appearance of a conflict of interest is sometimes as damaging to you and the Company as an actual conflict. Therefore, disclosure of all potential personal or business conflicts of interest, including those cases in which you are placed in a conflict of interest inadvertently, is essential.

With respect to potential conflicts of interest involving directors, the Company expects that members of its Board of Directors will avoid conflicts of interest by disclosing to their fellow directors any personal interests in any action upon which the Board votes, and to recuse themselves from participation in any matters when there is a conflict between the interests of CBC and their personal interests. Directors must consult with the Chairman of the Board before accepting a position, or employment with another financial institution (not including consulting positions in the normal course of the Director's business). Any actual or potential conflict of interest involving a related party transaction shall be handled in accordance with the Related Party Transactions Policy.

It is difficult to identify exhaustively the various circumstances within which a problematic conflict of interest may arise. For this reason, employees, officer, and directors must use sound and prudent judgment to recognize and avoid any situation in which their independent business judgment on behalf might appear to be compromised. Employees, officers, and directors are reminded that use of the Company's premises, equipment, employees, products and services by employees, officers, and directors, their families, and other persons with whom they have personal business relationships, must comply with Company policies and procedures as well as applicable laws, rules and regulations, particularly with respect to loans, extension of credit and product pricing.

The following are examples of situations that may cause conflicts or create conflicts of interest. These situations should be avoided or disclosed and approved in advance.

A. *Corporate opportunity*

You owe a duty of loyalty to CBC to advance the Company's legitimate interests when a business opportunity arises. Therefore, you may not acquire or derive personal gain or profit from any business opportunity or investment that comes to your attention as a result of your employment or association with CBC and in which CBC might reasonably be expected to participate without first disclosing all relevant facts pertaining to the opportunity to your manager and if applicable, the Chief Legal Officer and offering such opportunity or investment to CBC. These include:

- a. Taking an opportunity for yourself that is discovered through the use of corporate property, information or position or accepting a business opportunity that belongs to the Company;
- b. Using corporate property, information or position for personal gain;
- c. Engaging in a business opportunity that directly or indirectly competes with the Company.

B. Accepting or offering items of value

You may not engage in any form of bribery, including offering, soliciting or accepting anything of value, directly or indirectly, that is given with the intent to obtain or retain business or secure services.

The Bank Bribery Act and its related rules and regulations (the “Bank Bribery Act”) make it a federal crime for an officer, director, employee, agent, or attorney of a financial institution, or of a financial institution's holding company, to accept, or solicit for themselves or for a third party (including a charity), any gift, donation, gratuity, or anything else of value (other than bona fide compensation and benefits) in return for any business, service or confidential information of the Company, or in connection with any bank transaction.

You should not accept anything of value from a customer of the Company or a vendor other than the following:

- Gifts based on a family relationship or gift of a reasonable value based on a personal relationship where that relationship is the reason for the gift;
- Advertising or promotional material with a value of less than \$100;
- Gifts with a nominal value related to commonly recognized events such as a promotion, holiday, wedding or retirement. For this purpose, a gift will be considered to be of nominal value if the officer, employee or director who has been offered the gift has the ability to reciprocate, either on a personal basis or because he or she would be entitled to obtain reimbursement for such reciprocal gift from the Company in accordance with the Company’s customary expense reimbursement policy; and
- Acceptance of customary hospitality (e.g., business lunches, dinners, sports outings) where the Company would have paid for these expenses as a reasonable business expense.

The Bank Bribery Act covers all Company transactions, including extensions of credit, underwriting transactions, investment advice, trust matters, checking accounts and purchases from suppliers.

If you violate the Bank Bribery Act, you may be subject to employment termination, fines and/or imprisonment. To protect yourself against an inadvertent violation of the Bank Bribery Act and Company policy, and to avoid the appearance of impropriety, you and your relatives generally should not solicit, encourage, request or accept, either on behalf of yourself or a third party (including other people, companies or charities), items of any value in connection with your service to CBC, other than as stated above. Personal or family transactions with CBC customers should be conducted at arm's length. For this purpose, "relative" includes spouses, domestic partners, children, parents, grandparents, brothers and sisters, step relations, in-laws, and cousins.

C. Acting as a fiduciary

A "fiduciary" is a person to whom property or power is given for the benefit of a third party. Acting as a trustee, executor of an estate, or legal guardian are common examples of a fiduciary relationship. CBC generally discourages employees from acting as a fiduciary because fiduciary duties present the possibility of conflicts of interest. Other than acting as a fiduciary for a close family member, any appointment as a fiduciary must be approved in writing by the Company's Chief Legal Officer.

D. Outside directorships

Before you agree to serve on any outside directorship, make sure that the position does not cause a conflict of interest or reflect negatively on the business activities or reputation of CBC.

Directors are required to disclose other directorships held to the Company's Board of Directors. These engagements may be disclosed to shareholders in connection with the Company's annual meeting of shareholders, annual report, or other transaction as applicable.

E. Loans

The Company discourages loans to employees or their family members and has policies in place that limit loans to employees, officers or directors. Exceptions of this policy with regard to loans to Senior Vice Presidents and above and Directors require Board of Director prior authorization. Federal and state law may limit or prohibit such loans as well.

III. HONESTY AND FAIR DEALING

The Company expects its employees, officers, and directors to do their jobs and perform their obligations with absolute honesty and integrity. Acts of dishonesty may result in disciplinary action.

A. *Fair dealing and anti-trust*

CBC strives to ensure that all of its actions are guided by absolute honesty, integrity and fairness. The Company believes that cooperation, trust and shared objectives are vital to its success and seeks competitive advantage through superior products, services and performance, never through unethical or illegal business practices. You are expected to deal fairly with CBC's suppliers, competitors, customers and may not take unfair advantage of anyone else through manipulation, concealment, abuse of confidential information, misrepresentation of material facts, unfair dealing or illegal business practice.

You must avoid any form of agreement or understanding with employees of competing financial institutions regarding geographic, market or customer allocation, interest rates, fees or charges on deposit accounts, or loans or other products or services that the Company is offering or considering offering.

B. *Accuracy and completeness of Company records and Reporting Obligations*

CBC has established very high standards for service and performance. All Company records must be maintained completely and accurately. You are prohibited from structuring accounts or other corporate records so as to avoid reporting (whether to bank management or federal agencies) or signing authority requirements, nor may a transaction be misrepresented to make it appear more beneficial to the Company or anyone else than it really is.

All Company filings with the SEC, banking regulators, and other authorities, as well as all public communications must be full, fair, accurate, timely and understandable. In addition, they must comply with all applicable laws, rules and regulations. Depending upon your position with the Company, you may need to provide necessary information to ensure that the Company's filings and public reports meet these criteria. The Company expects employees, officers, and directors to take this responsibility very seriously and to provide prompt, accurate answers to inquiries related to the Company's filings and public disclosure requirements.

If you contribute in any way to the preparation or verification of the Company's financial statements and or other financial information, you must ensure that the Company's books records and accounts are accurately maintained. You must also cooperate fully with the Company's accounting and audit departments as well as independent public accountants and counsel.

If you are involved in the Company's disclosure process you must a) be knowledgeable about the disclosure requirements applicable to the Company as well as the business and financial operations of the Company; b) not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company; c) properly review and analyze proposed disclosures for accuracy and completeness or where appropriate delegate the task to others to ensure appropriate supervision of the task; d) be familiar with and comply with the Company's disclosure controls and procedures and internal controls over financial reporting as applicable to your area of responsibility; and e) take all necessary steps to ensure that all filings and other public communications about the financial and business conditions of the Company provide full fair accurate timely and understandable disclosures.

In addition, you are expected to cooperate fully with internal and external auditors and government investigators or regulators in connection with any audit or review of the Company. If you believe that someone has made a misleading, incomplete or false statement to an accountant, auditor, attorney, regulator or government investigator in connection with the Company, you must report this immediately to the Chief Legal Officer.

IV. PROTECTING THE COMPANY'S ASSETS

Our shareholders have the right to assume that all employees, officers, and directors properly separate their business obligations and employment from personal and family matters. Violations of these expectations could expose you or the Company to possible violations of law or disclosure obligations. You should take all necessary and appropriate precautions to protect the Company's assets and ensure their efficient and effective use for legitimate business purposes and protect against theft, carelessness and waste. Company assets, equipment, premises, technology and employees are only for Company business, though incidental personal use may be permitted. The obligation to protect Company assets includes the Company's proprietary and Confidential Information, as further defined below.

CONFIDENTIALITY AND USE OF COMPANY INFORMATION

CBC considers it essential to protect the private, personal and proprietary information of the Company, its customers, and vendors. The Company has established policies to protect the

privacy of the Company's external and internal customers, which explain the safeguarding, collecting, and sharing of customers' non-public personal information, and the circumstances under which the Company may use this information.

You are entrusted with and have access to equipment, systems and information related to the Company's business and customers, all of which are highly valuable assets of the Company and may be protected by federal and state laws and regulation. You are not to access customer information, including information about other employees or directors, without proper authorization and a business need. You must maintain confidentiality when sharing a customer's personal financial information with anyone.

Confidential Information includes all non-public information about the Company, business or customers that is not generally known to the public or to our competitors and trade secrets, prospective customers, vendors, financial information, records, formulas, an files, of a customer or vendor and prospective customer names, addresses and other contact information, customer preferences, accounts, lists, vendor lists and employee lists or personal employee information, intellectual property, wage or salary data, plans for new products and services, communications to and from regulatory agencies ("Confidential Information"). It is your responsibility to maintain the confidentiality of all Confidential Information both during and AFTER your employment or association with CBC.

Disclosure of Confidential Information should be made only in accordance with appropriate authorization from the Company and in accordance with applicable law and regulation. When in doubt as to the confidentiality or proprietary nature of resources or to report a privacy violation, where non-public information is handled in an unsecured manner, or shared, intentionally or unintentionally, with an unauthorized party, consult with the Company's Legal Officer.

Nothing in the Code will limit the rights of any employees, officers, and directors under applicable law to provide truthful information to any governmental entity or to file a charge with or participate in an investigation conducted by any governmental entity.

V. PERSONAL CONDUCT

CBC is committed to maintaining a diverse work environment where all employees, officers, and directors can work together comfortably and productively so that new ideas and sound strategies may be implemented with enthusiasm. The Company strives to create and maintain an environment where people are valued and appreciated for their contributions. The Company expects you to treat all other employees, officers, and directors with respect, which includes the manner, tone and volume of conversation and dialogue.

The Company prohibits harassment and discrimination of any kind against any of its employees, officers, and directors, customers, independent contractors or vendors, including without limitation if the conduct is based on an individual's race, religion, color, sex, age, national origin, ancestry, marital status, sexual orientation, physical or mental disability, or any other characteristic protected by law. Harassing conduct is prohibited even if the offending employee, officer, or director did not intend to offend or believed his or her comments or conduct was welcome.

Such conduct is not only prohibited by the Company, it may be a violation of federal and state laws.

PERSONAL FINANCES

As an employee of a financial institution, it is important that you consistently demonstrate an ability to properly manage your personal finances. You must handle your personal finances responsibly, with integrity and in compliance with the law.

POLITICAL AND CIVIC ACTIVITIES AND CONTRIBUTIONS

CBC encourages you to exercise your responsibility to vote and take an active interest in the issues of their community. However, civic and political activities and contributions represent your personal views and not those of CBC. You may not display political symbols, distribute political literature, gather signatures on a petition, or otherwise engage in political activity at CBC facilities or functions.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

As a financial services company, CBC operates in a highly regulated business environment. Accordingly, you are expected to understand, respect and comply with all of the laws, regulations, policies and procedures that apply to you in your position with CBC. Questions about compliance with the Code should be addressed to the Chief Legal Officer.

The Company has adopted policies and/or programs related to numerous laws, regulations, and rules. These policies and programs are available to you on the Company's intranet. Below is a high-level summary of some of the compliance obligations applicable to you.

A. *Insider Trading*

In the course of your work, you might learn information about CBC, its employees, its customers, or the companies with which it does business that could influence an investor's decisions. In addition to being both unethical and illegal, if you have material information about a company that is not generally known or publicly available and you buy or sell securities of that company or gives the information to someone else who does so, both you and the Company may incur civil and criminal liability under the federal securities laws. You must comply with the Company Insider Trading and Tipping Policy if you want to buy or sell Company stock. The Company prohibits you from engaging in illegal practices relative to Bancorp's securities or those of companies that are CBC clients, customers and vendors. Employees, officers, and directors should be aware that even the appearance of inappropriate insider trading should be avoided. Any questions regarding the propriety of stock or other securities transaction should be directed to the Chief Legal Officer.

B. *Fair Lending*

CBC is committed to integrating fair lending principles as part of the Company's business conduct and ethical standards. As part of our commitment CBC requires you to act in accordance with the letter and spirit of all fair lending laws and regulations by performing all aspects of lending (including marketing, the application process, making of credit decisions, servicing, collection and foreclosure activities) without regard to: gender, marital status, race, color, creed, religion, national origin, age (providing the applicant has the capacity to enter into a binding contract), disability (including the use of a guide or support animal), familial status, military status, political affiliation, sexual orientation, receipt of public assistance or unemployment, good faith exercise of any rights under the Consumer Protection Act or any other characteristic prohibited by law. All aspects of lending must be in compliance with federal and state statutes and regulation.

APPLICATION AND ENFORCEMENT OF PRINCIPLES OF BUSINESS CONDUCT & ETHICS

This Code of Conduct is a set of principles established by CBC that, along with its corporate values, are intended to guide the decisions and conduct of all Company employees and directors. Its application and interpretation will depend on the circumstances of each particular situation. This statement supplements the standards of conduct provided in the Employee Handbook, including the policies on ethics, confidentiality, and conflicts of interest. If you act in a manner contrary to the Code, you could be subject to disciplinary action, which could range from counseling to termination of employment, depending on Management's or the Board of Directors' evaluation of the circumstances. Even inadvertent violations are generally considered extremely serious and may result in employee disciplinary action.

A. *Enforcement*

The Company must ensure prompt and consistent action against violations of this Code.

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Compensation, Nominating and Governance Committee (“CNG Committee”) determines that a violation of this Code has occurred, the CNG Committee will report such determination to the Board of Directors.

If, after investigating a report of an alleged prohibited action by any other person, the Director of Human Resources determines that a violation of this Code has occurred, the Director of Human Resources will report such determination to the Chief Legal Officer.

Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the Chief Legal Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

B. *Waivers*

In the rare instance that a waiver of this Code is necessitated, such waiver will be determined on a case-by-case basis. Waivers of the Code for any Company executive officer or director may only be approved by the Company’s Board of Directors. The Company will disclose to its shareholders any such waivers as required by the applicable securities law, rules, or regulation, or requirements applicable to Nasdaq issuers. All other waivers may be approved by the Director of Human Resources and Chief Legal Officer. This Code of Conduct may be amended or modified by the Board of Directors of California BanCorp and California Bank of Commerce, N.A.. The Board of Directors will be the final decision maker as it relates to interpretations of the Code.

C. *Reporting illegal or harmful activities*

Whenever you believe that anyone, has committed an illegal or dishonest act or an act that causes harm to people or property (including fraud, theft and other suspected criminal activities), has violated a provision of the Code, or if you have concerns regarding Company accounting or financial audit-related matters, you have a duty and obligation to report it to your supervisor, the Director of Human Resources, and/or the Company’s Chief Legal Officer.

Information you provide will be held in the strictest confidence to the extent possible. Anyone who knows of an illegal, harmful, or dishonest act or of a violation of the Code but does not report it may be considered an accessory and subject to disciplinary action. CBC prohibits retaliation against any of its employees who presents in good faith what he or she believes to be evidence of a violation of the Code of Conduct or of an illegal, harmful, or dishonest act committed by another CBC employee.

The Bank also has a Whistleblower Hotline where you can make a report including but not limited to:

- Accounting, internal accounting controls and auditing matters, including complaints regarding attempted or actual circumvention of internal accounting controls or complaints regarding violations of the Company's accounting policies
- Violations of, or non-compliance with, legal and regulatory requirements
- Violations of the Company's Code of Conduct or
- Retaliation against employees who make reports concerning any of the above.

These reports can be made anonymously. You can access the Whistleblower Hotline by:

- Online at: <http://californiabankofcommerce.ethicspoint.com>
- On your mobile phone at: californiabankofcommerce.ethicspoint.com
- Call (833) 221-0822

More information can be found in the Bank's Whistleblower Policy.

All concerns or complaints will be promptly investigated, and appropriate action will be taken. The results of the investigation will be documented in the report to the Board in order to ensure a fair process in determining whether a violation of the Code has occurred. All concerns or complaints may be made anonymously and will remain confidential, except as otherwise required by law or legal process. Please provide sufficient details in order to allow us to properly investigate and concerns you may have.

This Code will be administered and monitored by the Company's Chief Legal Officer.