

Southern California Bancorp to Acquire Bank of Santa Clarita

4/27/2021

- Strategic acquisition will result in a commercial bank with \$2.0 billion in assets
- Represents a strategic and cultural fit
- Builds upon mutual middle-market banking focus, while expanding franchise footprint
- Transaction value of approximately \$56.2 million

San Diego and Santa Clarita, Calif., April 27, 2021 – Southern California Bancorp (OTC Pink: BCAL), the holding company for Bank of Southern California, N.A. (the “Bank”), and Bank of Santa Clarita (OTC: BSCA) jointly announce the signing of a definitive merger agreement pursuant to which Southern California Bancorp will acquire Bank of Santa Clarita through the merger of Bank of Santa Clarita with and into Bank of Southern California. Based on financial results as of December 31, 2020, the combined company will have pro forma total assets of approximately \$2.0 billion, deposits of \$1.5 billion and net loans of \$1.5 billion.

“The acquisition of Bank of Santa Clarita marks an important step in our strategy to grow our commercial banking model by expanding the Bank’s footprint north of Los Angeles to the attractive banking communities of the Santa Clarita area,” said David Rainer, Executive Chairman of Southern California Bancorp and Bank of Southern California. “On behalf of our Board, I extend a warm welcome to Bank of Santa Clarita Chairman and Chief Executive Officer Frank Di Tomaso, who will be joining us as a director and providing us additional capabilities as an employee specializing in client relations and marketing.”

“The cultures, values and relationship-based banking models of these two banks are in close alignment and we are very pleased to have the Bank of Santa Clarita team and their customers join the Bank of Southern California family,” said Nathan Rogge, President and Chief Executive Officer of Bank of Southern California. “We have recently added several experienced bankers in the northern area of our footprint, and this expansion will support those teams, as well as increase the Bank’s lending limit. Using reasonable transaction assumptions, and after conducting detailed due diligence, we expect an earn back on the acquisition of less than one year, with earnings modestly

accretive this year and in the high single digits in 2022, the first full year of our combined operations. We believe this transaction supports our long-term growth strategy and will unlock shareholder value for both parties.”

“On behalf of our Board of Directors, I am pleased to announce our merger into Bank of Southern California,” said Frank Di Tomaso, Chairman and Chief Executive Officer of Bank of Santa Clarita. “We share with them a banking culture focused on providing high-touch, personalized service to small and middle-market businesses, with a deep commitment to the markets and communities we serve. We believe this strategic partnership, with a shared vision of providing relationship-based banking to the middle-market, will benefit our shareholders, customers, employees, and communities. We will continue to focus on maintaining and creating strong relationships and bringing value to the customers we serve.”

Pursuant to the merger agreement, Bank of Santa Clarita shareholders will receive 1.00 share of Southern California Bancorp common stock in exchange for each share of Bank of Santa Clarita. The 100% stock transaction is valued at approximately \$56.2 million in aggregate, based on a per share value of Southern California Bancorp’s stock of \$14.15. The value of the merger consideration will fluctuate based on Southern California Bancorp’s stock price. Giving effect to the transaction, existing shareholders of Southern California Bancorp are expected to own approximately 78.0% of the outstanding shares of the combined company and Bank of Santa Clarita shareholders are expected to own approximately 22.0%. Bank of Santa Clarita Chairman and Chief Executive Officer Frank Di Tomaso will join the Board of Directors of Southern California Bancorp and Bank of Southern California.

An overview of the transaction is available on the Bank of Southern California website at <https://www.banksocal.com/about-us/financials/>.

The transaction is subject to shareholder and regulatory approvals and satisfaction of customary closing conditions and is expected to close in the third quarter of 2021. Bank of Santa Clarita directors who own shares of Bank of Santa Clarita common stock have entered into agreements with Southern California Bancorp pursuant to which they have committed to vote their shares of Bank of Santa Clarita common stock in favor of the transaction. Southern California Bancorp directors who own shares of Southern California Bancorp common stock have entered into agreements with Bank of Santa Clarita pursuant to which they have committed to vote their shares of Southern California Bancorp common stock in favor of the transaction.

Duane Morris LLP served as legal counsel and Raymond James and Associates provided a fairness opinion to Southern California Bancorp’s Board of Directors. MJC Partners, LLC served as financial advisor and provided a fairness opinion to Bank of Santa Clarita’s Board of Directors and Sheppard, Mullin, Richter & Hampton LLP served as legal counsel.

ABOUT SOUTHERN CALIFORNIA BANCORP

Southern California Bancorp is a registered bank holding company formed for the purpose of acquiring control of the Bank. The Bank became a wholly owned subsidiary of Bancorp in a reorganization transaction that closed on May 15, 2020.

For more information, please visit banksocal.com or call (844) BNK-SOCAL.

ABOUT BANK OF SANTA CLARITA

Founded in 2004, Bank of Santa Clarita is a full-service community bank headquartered in Santa Clarita, California. Bank of Santa Clarita provides local, experienced decision-making and personalized service that growing businesses need on a daily basis to efficiently manage their cash and credit needs. We are engaged in a full range of business and personal banking services for small-to-medium size businesses, professionals, entrepreneurs, and high-net worth clients. Our Bank's Point of Difference is the unparalleled caliber of personalized service provided to our business and consumer clientele.

Our offices are located on Magic Mountain Parkway in Santa Clarita. For more information please visit <https://www.bankofsantaclarita.com/>.

FORWARD-LOOKING STATEMENTS

This news release may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended, and Southern California Bancorp, Bank of Southern California and Bank of Santa Clarita (the "Companies") intend for such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Future events are difficult to predict, and the expectations described above are necessarily subject to risk and uncertainty that may cause actual results to differ materially and adversely. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include the words "believe," "expect," "anticipate," "intend," "plan," "estimate," or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could," or "may." These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing management's views as of any subsequent date. Forward-looking statements involve significant risks and uncertainties and actual results may differ materially from those presented, either expressed or implied, in this news release. Factors that might cause such differences include, but are not limited to: the effects of the COVID-19 pandemic, or other similar outbreaks, including the effects of the steps being taken to address the pandemic and

their impact on the Companies' markets, customers and employees; the businesses of the Companies may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; expected revenue synergies and cost savings from the merger may not be fully realized or realized within the expected time frame; revenues following the merger may be lower than expected; customer and employee relationships and business operations may be disrupted by the merger; the ability to obtain required regulatory and shareholder approvals, the ability to complete the merger on the expected timeframe may be more difficult, time-consuming or costly than expected; the Companies' ability to successfully execute their business plans and achieve their objectives; changes in general economic and financial market conditions, either nationally or locally, in areas in which the Companies conduct their operations; changes in interest rates; continuing consolidation in the financial services industry; new litigation or changes in existing litigation; increased competitive challenges and expanding product and pricing pressures among financial institutions; legislation or regulatory changes which adversely affect the Companies' operations or business; loss of key personnel; and changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies.

The Companies undertake no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

Additional Information About the Merger

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote for approval of the merger. In connection with the proposed merger a joint proxy statement/prospectus will be provided to the shareholders of both institutions which will provide detailed information about the merger and the two institutions. Shareholders will be encouraged to read the joint proxy statement/prospectus carefully before voting on the merger. The directors, executive officers, and certain other members of management and employees of Southern California Bancorp, Bank of Southern California and Bank of Santa Clarita may be deemed to be participants in the solicitation of votes to approve the merger. Additional information regarding the interests of those participants and other persons who may be deemed participants in the merger may be obtained by reading the joint proxy statement/prospectus when it becomes available.

INVESTOR RELATIONS CONTACT

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