

Southern California Bancorp Completes Acquisition of Bank of Santa Clarita

10/4/2021

— Combined bank with \$2.2 billion in assets

— Expansion of footprint into Northern Los Angeles County area

— Chairman and CEO of Bank of Santa Clarita will join the Southern California Bancorp and Bank of Southern California Boards of Directors

SAN DIEGO--(BUSINESS WIRE)-- Southern California Bancorp (the “Company”) (OTC Pink: BCAL), today announced that effective on October 1, 2021, it completed its previously announced acquisition of Bank of Santa Clarita (OTC: BSCA). The acquisition was accomplished by merging Bank of Santa Clarita with and into Bank of Southern California, N.A., the wholly owned subsidiary of Southern California Bancorp.

The acquisition, which was first announced on April 27, 2021, was concluded following the receipt of the requisite approvals from the shareholders of Southern California Bancorp and the shareholders of Bank of Santa Clarita and the requisite regulatory approvals. As of June 30, 2021, Bank of Santa Clarita had \$416 million in assets and Southern California Bancorp had \$1.8 billion in assets. As of June 30, 2021, on a pro forma combined basis with Bank of Santa Clarita, Southern California Bancorp had approximately \$2.2 billion in assets, including net loans and total deposits of approximately \$1.6 billion and \$1.9 billion, respectively.

The transaction is expected to be accretive to the combined entity's earnings for 2021, and 2022—the first full year of combined operations. The transaction follows the closing of the sale of three branch offices of Bank of Southern California, N.A. located in Orange, Redlands and Santa Fe Springs, California, which closed effective September 24, 2021.

“We are very pleased to welcome Bank of Santa Clarita customers, employees and shareholders to Southern

California Bancorp and Bank of Southern California,” said David Rainer, Chairman, President, and CEO of Southern California Bancorp and Bank of Southern California. “These two banking institutions are an excellent match in terms of culture, values and a dedication to providing businesses, entrepreneurs and professionals with a high level of personalized, relationship-based banking. This acquisition continues the expansion of our commercial banking platform into what we believe is one of the most attractive banking markets for small to middle-sized businesses in the U.S., with excellent credit quality and core deposits. We believe this transaction supports our long-term growth strategy and will unlock shareholder value for both parties.

“Following the recent opening of our branches in West Los Angeles, San Fernando Valley and Conejo Valley, all staffed with highly experienced banking executives, the footprint of our commercial banking model now reaches four counties along the coast of Southern California from San Diego to Ventura, as well as inward to the Inland Empire, and with this acquisition, the Santa Clarita Valley to the north, essentially covering one of the largest metropolitan markets in the country.”

Terms of the Transaction

In the transaction, each share of Bank of Santa Clarita common stock was converted into the right to receive one (1) share of Southern California Bancorp common stock. It is estimated that Southern California will issue approximately 4.1 million shares of its common stock to the Bank of Santa Clarita shareholders who will own approximately 23% of the outstanding common stock of the combined organization. Based on the closing price of Southern California Bancorp’s common stock on October 1, 2021, of \$15.74 per share (and without giving effect to any cash payments for dissenting shares), the aggregate consideration payable to Bank of Santa Clarita common shareholders is approximately \$64.6 million. Holders of stock options to purchase Bank of Santa Clarita stock who will continue their employment with Bank of Southern California, N.A. following the merger will have the options rolled over and represent the right to purchase Southern California Bancorp common stock on the same terms.

Appointment of Frank Di Tomaso to Boards of Directors

In conjunction with the closing of the merger, Frank Di Tomaso Jr. will join the Boards of Directors of Southern California Bancorp and Bank of Southern California, N.A. Mr. Di Tomaso was a founder of Bank of Santa Clarita and had served as its Chairman since 2009 and Chief Executive Officer since 2012. He has more than 40 years of commercial banking experience in Southern California.

“We are very pleased to have Frank join our boards of directors,” said Mr. Rainer. “He brings expertise in bank management, as well as extensive knowledge of, and experience in, the Southern California commercial banking markets.”

ABOUT SOUTHERN CALIFORNIA BANCORP AND BANK OF SOUTHERN CALIFORNIA, N.A.

Southern California Bancorp (OTC Pink: BCAL) is a registered bank holding company headquartered in San Diego, California. Bank of Southern California, N.A., a national banking association chartered under the laws of the United States and regulated by the Office of Comptroller of the Currency, is a wholly owned subsidiary of Southern California Bancorp. Established in 2001 and headquartered in San Diego, California, Bank of Southern California, N.A. offers a range of financial products to individuals, professionals, and small-to-medium sized businesses through its 12 branch offices serving San Diego, Orange, Los Angeles, and Ventura counties, as well as the Inland Empire. The Bank's solution-driven, relationship-based approach to banking provides accessibility to decision makers and enhances value through strong partnerships with its clients. Additional information is available at www.banksocal.com.

Southern California Bancorp's common stock is traded on the Over-the-Counter (OTC) Pink Sheets under the symbol "BCAL." For more information, please visit banksocal.com or call (844) BNK-SOCAL.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this press release may be considered forward-looking statements regarding Southern California Bancorp, including its wholly owned subsidiary, Bank of Southern California N.A., and Southern California Bancorp's acquisition of Bank of Santa Clarita. These forward-looking statements may include statements regarding the acquisition, statements regarding Southern California Bancorp's plans, expectations and projections of future financial and operating results, as well as objectives, expectations or consequences of announced transactions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "pro forma" and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made. Because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those that Southern California Bancorp anticipated in its forward-looking statements and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to, the possibility: that expected benefits of the acquisition may not materialize in the timeframe expected or at all, or may be more costly to achieve; the outcome of any legal proceedings that may be instituted against Southern California Bancorp; that after the completion of the acquisition, Southern California Bancorp's and Bank of Santa Clarita's respective businesses may not perform as expected due to transaction-related uncertainty or other factors; that the parties are unable to successfully implement integration strategies; reputational risks and the reaction of the companies' employees or customers to the transaction; diversion of management time on acquisition-related issues; that the COVID-19 pandemic, including uncertainty and volatility in financial,

commodities and other markets, and disruptions to banking and other financial activity, could harm Southern California Bancorp's business, financial position and results of operations, and could adversely affect the anticipated benefits of the acquisition. For any forward-looking statements made in this press release or in any documents, Southern California Bancorp claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Except to the extent required by applicable law or regulation, Southern California Bancorp disclaims any obligation to revise or publicly release any revision or update to any of the forward-looking statements included herein to reflect events or circumstances that occur after the date on which such statements were made.

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