Approved by the Board of Directors of Private Bancorp of America, Inc. on June 8, 2026 and effective as of July 29, 2026

PRIVATE BANCORP OF AMERICA, INC.

INSIDER TRADING POLICY

**INSIDER TRADING POLICY AND GUIDELINES
WITH RESPECT TO CERTAIN TRANSACTIONS IN SECURITIES OF
PRIVATE BANCORP OF AMERICA, INC.**

Private Bancorp of America, Inc. (the "**Company**") has adopted the following policy (this "**Policy**") regarding transactions in securities of the Company, as well as in publicly traded securities of other companies with which the Company does business. This Policy and the guidelines provided herein have been adopted by the Board of Directors of the Company (the "**Board**") to set forth requirements that apply to Company personnel and other persons covered by this Policy who seek to trade in Company securities, to help prevent unlawful insider trading by or involving Company personnel and other persons covered by this Policy, and to help preserve the reputation of the Company. All references to the "**Company**" in this Policy include any subsidiaries of Private Bancorp of America, Inc.

APPLICABILITY OF POLICY

Persons Subject to this Policy

This Policy applies to all officers of the Company, all members of the Board, and all employees of the Company. Other persons who receive or have access to material non-public information (as defined below) regarding the Company, such as consultants and contractors to the Company, may also be subject to this Policy in the Company's discretion. The persons described above are referred to in this Policy as "**insiders**."

The restrictions in this Policy also apply to (a) family members and non-family members who reside in an insider's household, (b) any family member of an insider who does not live in the insider's household but whose transactions in the Company's securities are directed by the insider or are subject to the insider's influence or control, such as parents or children of the insider who consult with the insider before they trade in the Company's securities, and (c) any entities that the insider influences or controls, including corporations, limited liability companies, partnerships or trusts. Individuals and entities identified in the foregoing clauses (a) through (c) are referred to in this Policy as "**Related Persons**."

Transactions Subject to this Policy

This Policy applies to all transactions by insiders and Related Persons in the Company's securities, including stock, stock options, warrants and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company's stock, whether or not issued by the Company, such as exchange-traded options. For the avoidance of doubt, this Policy applies to transactions in brokerage and fiduciary accounts as to which an insider or Related Person has the right to direct or control transactions, or has delegated authority to direct or control transactions. Gifts of the Company's securities are also subject to the restrictions of this Policy.

You are responsible for the compliance of your Related Persons with this Policy. To that end, you should treat all proposed transactions in the Company's securities by such Related Persons as if the transactions were for your own account. This means that, to the extent a Related Person intends to trade in the Company's securities, you are responsible for ensuring the Related Person's transactions do not violate the restrictions applicable to your transactions under this Policy.

This Policy does not apply to personal securities transactions of individuals who are Related Persons where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or your Related Persons. However, this Policy does apply to your agents (including brokers and fiduciaries).

ADMINISTRATION OF POLICY

The Company's Chief Financial Officer shall serve as the Compliance Officer for the purposes of this Policy, and in their absence, the Company's Chief Executive Officer or another employee of the Company who is designated in writing by the Compliance Officer shall be responsible for administration of this Policy. All determinations and interpretations by the Compliance Officer shall be final and not subject to further review. Notwithstanding the foregoing, the Compliance Officer shall not pre-clear his or her own proposed transactions in the Company's securities, or those of any of their Related Persons.

Please direct your questions as to any of the matters discussed in this Policy to the Compliance Officer.

STATEMENT OF POLICY

General Policy

The Company opposes the unauthorized disclosure of any non-public information acquired in the workplace and the misuse of material non-public information in securities trading.

You have ethical and legal obligations to maintain the confidentiality of information about the Company and to not engage in transactions in the Company's securities while in possession of material non-public information. You must not engage in illegal insider trading and must avoid the appearance of improper trading. You are individually responsible for making sure that you, your agents (such as brokers and fiduciaries) and your Related Persons comply with this Policy. In all cases, the responsibility for determining whether you are in possession of material non-public information rests with you, and any action on the part of the Company, the Compliance Officer or any other employee, officer or director of the Company pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate you from liability under applicable securities laws. You could be subject to severe legal penalties and disciplinary action by the Company for any conduct prohibited by this Policy or applicable securities laws.

Specific Policies

1. Trading on Material Non-Public Information. No insider or Related Person shall engage in any transaction involving a purchase, sale or gift of the Company's securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses material non-public information concerning the Company and ending at the close of business on the second Trading Day (as defined below) following the date of public disclosure of that information, or at such time as such non-public information is no longer material. As used herein, the term "**Trading Day**" means a day on which the principal exchange or market, on which the Company's securities trade, is open for trading.

2. Tipping. No insider shall disclose or "tip" material non-public information to any other person (including Related Persons) where this information may be used by that person to his or her profit by trading in securities. Further, no insider or Related Person shall make recommendations or express opinions on the basis of material non-public information as to trading in the Company's securities. Even if you are not in possession of material non-public information, do not recommend to any other person that they buy or sell securities of the Company. (Remember that "tipping" material non-public information is always prohibited, and that your recommendation could be imputed to the Company and may be misleading if you do not have all relevant information).

If you receive inquiries about the Company from securities analysts, reporters, or others, decline to comment and direct them to the Compliance Officer or the Company's Chief Executive Officer or President. Do not discuss material non-public information where it may be overheard, such as in restaurants, elevators, restrooms, and other public places. Remember that cellular phone conversations are often overheard, and that voice mail and e-mail messages may be retrieved by persons other than their intended recipients.

3. Confidentiality of Non-Public Information. Non-public information relating to the Company belongs to the Company and the unauthorized disclosure of such information is forbidden. Keep all memoranda, correspondence and other documents (hard copy and electronic) that reflect non-public information in a secure place on the Company's premises, as applicable, such as a locked office, locked file cabinet or password-protected electronic file, so that unauthorized persons do not have access to these materials.

POTENTIAL CRIMINAL AND CIVIL LIABILITY AND/OR DISCIPLINARY ACTION

1. Civil and Criminal Liability for Insider Trading. Under federal securities laws, individuals who engage in unlawful insider trading or tipping can be liable for substantial criminal and civil penalties, including (a) imprisonment for up to 20 years, (b) criminal fines of up to $5 million, and (c) civil penalties of up to three times the profit gained or loss avoided. In the case of tipping, large penalties have been imposed even when the insider who disclosed material non-public information did not realize any financial profit or avoid

any loss as a result of the unlawful trading of another person. Regulatory agencies and the stock exchanges use sophisticated electronic surveillance techniques to uncover insider trading.

2. Controlling Person Liability. If the Company fails to take appropriate steps to prevent unlawful insider trading, it could have “controlling person” liability for a trading violation, with civil penalties of up to $1,000,000 or, if greater, three times the profit gained or loss avoided as a result of the violation, as well as substantial criminal penalties. The Company’s directors, officers and other supervisory personnel could also be personally liable for civil penalties as “controlling persons” if they fail to take appropriate steps to prevent unlawful insider trading.

3. Possible Disciplinary Actions. Company employees who violate this Policy will also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company’s equity incentive plans or termination of employment for cause, whether or not the failure to comply with this Policy results in a violation of law.

RECOMMENDED GUIDELINES

1. Recommended Trading Window. To facilitate compliance with this Policy and applicable laws prohibiting insider trading while in possession of material non-public information, the Company strongly recommends that all members of the Board, all officers of the Company, and employees of the Company who have access to the Company’s quarterly or annual financial results before the time such information is publicly disclosed refrain from the purchase or sale of the Company’s securities other than during the following period (the “**Trading Window**”):

The Trading Window is the period in any fiscal quarter commencing at the close of business two (2) full Trading Days following the date of public disclosure of the financial results for the prior fiscal quarter or year and ending at the close of business on the fifteenth day of the third month of the fiscal quarter. In other words, designated persons should not conduct any trades in the Company’s securities beginning on the 16th day of the third month of each fiscal quarter through the close of business on the second full Trading Day following the date of public disclosure of financial results for that fiscal period (the “**Regular Blackout Period**”). The table below illustrates the Trading Window:

Event:	Company announces fiscal results for previous quarter or year end.	Two full Trading Days following announcement	Trading Window	16th day of third month of the current fiscal quarter ends
Effect on Trading:	Trading prohibited	Trading prohibited	Trading permitted	Trading prohibited

The purpose behind the recommended Trading Window is to help establish a diligent effort to avoid any improper transaction or the appearance of an improper transaction. An insider may choose not to follow this suggestion, but he or she should be particularly careful with respect to trading outside the Trading Window, because the insider may, at such time, have access to (or in hindsight be deemed to have had access to) material non-public information regarding, among other things, the Company's anticipated financial performance for the quarter.

Even during a Trading Window, any insider aware of material non-public information concerning the Company should not engage in any transactions in the Company's securities, and should ensure their respective Related Persons do not engage in any such transactions, until such information has been known publicly for at least two (2) Trading Days. Although the Company may from time to time recommend during a Trading Window that directors, officers, selected employees and others suspend trading because of developments known to the Company and not yet disclosed to the public, you are individually responsible at all times for compliance with the prohibitions against insider trading. Trading in the Company's securities during the Trading Window should not be considered a "safe harbor," and you should use good judgment at all times to refrain from illegal insider trading and avoid even the appearance of improper trading.

2. Event-Specific Trading Restriction Periods. From time to time, an event may occur or circumstances may arise that are deemed material to the Company and are known only by a few insiders. So long as the event or circumstances remain material and non-public, the insiders designated by the Compliance Officer may not trade in the Company's securities. The Compliance Officer will notify you of the existence of an event-specific trading restriction period (also referred to as a "**Special Blackout Period**") that is applicable to you, without disclosing the reason for the restriction. The Compliance Officer will also notify you when the Special Blackout Period has ended. The existence of a Special Blackout Period will not be announced to Company personnel generally and the insiders made aware of the Special Blackout Period should not communicate its existence to any other person. Even if you are not designated as subject to a Special Blackout Period, you should not trade in the Company's securities if you are aware of any material non-public information about the Company.

3. Pre-Clearance of Trades. The Company has imposed mandatory trading pre-clearance procedures described herein on certain Designated Insiders, which generally include executive officers and directors of the Company, and other employees who are routinely exposed to material information in the course of their duties (such as information relating to financial, strategic or regulatory matters) before it is released to the public. A list of Designated Insiders is maintained by the Compliance Officer, which are reviewed and updated no less than annually. The Designated Insiders, as well as the Related Persons of such insiders, should refrain from directly or indirectly, purchasing or selling or otherwise engaging in any transaction involving the Company's securities, including the exercise of stock options or any transfer, gift, pledge or loan of, Company securities even during a Trading Window, without first complying with the "pre-clearance" process described herein. A request for pre-clearance should be submitted to the

Compliance Officer at least two (2) business days in advance of the proposed transaction. The Compliance Officer is under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the proposed transaction. If you seek pre-clearance and permission to engage in the transaction is denied, then you should refrain from initiating any transaction in the Company's securities. When making a request for pre-clearance, you should carefully consider whether you may be aware of any material non-public information about the Company and should describe fully those circumstances to the Compliance Officer. The responsibility for determining whether you are in possession of material non-public information rests with you.

Any approved transaction must be completed within five (5) business days of your receipt of pre-clearance from the Compliance Officer, unless an exception is granted. Any transaction not completed within that time limit is subject to these pre-clearance procedures again. Notwithstanding receipt of pre-clearance of a proposed transaction, if you become aware of material non-public information about the Company after receiving the pre-clearance but prior to the execution of the transaction, you may not execute the transaction. In addition, if after pre-clearing a proposed transaction but before the execution of that transaction, the Compliance Officer becomes aware of a change in circumstances that leads him or her to determine that the proposed transaction is no longer advisable under the Policy, the Compliance Officer may revoke his or her pre-clearance. If the Compliance Officer informs you that the approval of the proposed transaction is revoked, then you should refrain from initiating or completing the transaction, as applicable.

The Compliance Officer may not pre-clear any of his or her own proposed transactions in the Company's securities, or those of the Compliance Officer's Related Persons. The Compliance Officer's pre-clearance requests shall be submitted to and approved or disapproved by the Company's Chief Executive Officer or President.

Insiders who are not identified as Designated Insiders may, but are not required to, pre-clear transactions in the Company's securities in the same manner as described above.

Pre-clearance of trades under an Approved 10b5-1 Plan, after the end of the cooling-off period, is not required. No trades may be made under an Approved 10b5-1 Plan until expiration of the applicable cooling-off period. With respect to any purchase or sale under an Approved 10b5-1 Plan, the third party effecting transactions on behalf of the Designated Insider should be instructed to send duplicate confirmations of all such transactions to the Compliance Officer.

4. <u>Pre-Clearance of Transfers</u>. The Company prefers that Designated Insiders hold their Company securities in their own names. This allows the Company and the Company's transfer agent, if there is a transfer agent, to better monitor transactions in the securities of the Company for compliance with this Policy. It also permits the Company to better monitor compliance by Designated Insiders with Securities and Exchange Commission Rule 144 ("**Rule 144**"), which applies to transactions by "affiliates," as defined in that rule.

However, Designated Insiders may wish to hold their Company securities in brokerage accounts or in or through other entities under their control that would be their Related Persons rather than in their individual names. In such cases, transfers by an Insider to such accounts or entities will require the consent of the Company. Application must be made in advance to the Compliance Officer. The Compliance Officer, counsel to the Company and/or the transfer agent for the Company's securities may require certification of facts showing that the transfer does not require compliance with Rule 144 and does not represent a transaction covered by this Policy. The Compliance Officer, Company counsel and/or transfer agent for the Company's securities may also require confirmation from both the Designated Insider and the brokerage firm or other entity that it is aware of the requirements of Rule 144 and of this Policy and will comply with both with respect to the Company securities transferred to it. A transfer of this type shall not be made if these conditions cannot be met, including if the forms of certifications or confirmations are not satisfactory to the Compliance Officer, counsel to the Company, or the transfer agent for the Company's securities.

5. Prohibited Transactions.

(a) Insiders are prohibited from trading in the Company's equity securities during a Regular Blackout Period or Special Blackout Period imposed under an "individual account" retirement or pension plan of the Company, during which at least 50% of the plan participants are unable to purchase, sell or otherwise acquire or transfer an interest in equity securities of the Company, due to a temporary suspension of trading by the Company or the plan fiduciary, unless advance approval is obtained from the Compliance Officer.

(b) Designated Insiders and their Related Persons (together, "**Covered Persons**") are prohibited from engaging in the following transactions in the Company's securities unless advance approval is obtained from the Compliance Officer:

(i) Short-term trading. Covered Persons who purchase Company securities may not sell any Company securities of the same class for at least six months after the purchase;

(ii) Short sales. Covered Persons may not sell the Company's securities short;

(iii) Options trading. Covered Persons may not buy or sell puts or calls or other derivative securities on the Company's securities;

(iv) Trading on margin or pledging. Covered Persons may not hold Company securities in a margin account or pledge Company securities as collateral for a loan; and

(v) Hedging. Covered Persons may not enter into hedging or monetization transactions or similar arrangements with respect to Company securities.

6. Individual Responsibility. You have the individual responsibility to comply with this Policy, regardless of whether the Company has recommended a Trading Window to you or any other insiders. The guidelines set forth in this Policy are guidelines only, and appropriate judgment should be exercised in connection with any trade in the Company's securities. Please note that pre-clearance of a transaction under this Policy does not provide a safe harbor or any immunity from investigation or governmental action against you for unlawful insider trading.

An insider, or a Related Person, may, from time to time, have to forego a proposed transaction in the Company's securities, even if he or she planned to make the transaction before learning of the material non-public information and even though the insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

APPLICABILITY OF POLICY TO INSIDE INFORMATION REGARDING OTHER COMPANIES

This Policy and the guidelines described herein also apply to material non-public information relating to other companies, including the Company's customers, vendors, or suppliers ("**business partners**"), when that information is obtained in the course of your employment with, or other services performed for, the Company. Civil and criminal penalties, and termination of employment or other applicable relationship with the Company, may result from trading on inside information regarding the Company's business partners. You should treat material non-public information about the Company's business partners with the same care required with respect to material non-public information concerning the Company.

DEFINITION OF MATERIAL NON-PUBLIC INFORMATION

Information is considered "material" if a reasonable investor would consider that information important in making a decision to buy, hold or sell the Company's securities. Either positive or negative information may be material. It is not possible to define all categories of material information. Any information that significantly affects the Company's stock price, whether positively or negatively, is reasonably likely to be regarded as material by enforcement authorities in hindsight. While it may be difficult under this standard to determine whether particular information is material and it is not possible to define all categories of material information, there are various categories of information that are particularly sensitive and ordinarily will be regarded as material, including the following examples:

Financial results;
Anticipated earnings or losses for the quarter;
News of a pending or proposed merger;
News of the disposition or acquisition of a subsidiary or a significant asset;
Impending bankruptcy or liquidity problems;
Gain or loss of a substantial customer or supplier;
Changes in dividend policy;
New product or service announcements of a significant nature;

Regulatory actions or sanctions;
Changes in the loan loss reserve;
Loan defaults and/or classifications of loans;
Cybersecurity incidents;
Addition or loss of a team of bankers;
Lay-offs and employment terminations;
Wire, check or ACH fraud;
Ransomware incidents;
Regulatory applications, notices and approvals;
Security and/or internet service failures or issues;
Significant pricing changes;
Stock splits;
New equity or debt offerings;
Acquisitions;
Branch openings;
Branch closures;
Significant litigation exposure due to actual or threatened litigation; or
Major changes in senior management.

The list above is merely illustrative and is not exhaustive, and other types of information may be material at any particular time depending on the circumstances.

"Non-public" information is information that has not been previously disclosed to the general public and is otherwise not available to the general public. In order to demonstrate that particular information is public information, it may be necessary to demonstrate that the information has been widely disseminated, such as through a newswire service or on a widely-available radio, television or digitally-streamed program, and that the investing public has had sufficient time to absorb the information. Generally, under this Policy, information should not be considered public information until after the second full Trading Day following the day on which the information is publicly disclosed. Depending on the circumstances, the Company may determine that a longer or shorter period should apply to the release of specific material non-public information.

CERTAIN EXCEPTIONS

For purposes of this Policy, the Company considers that the exercise of stock options for cash under the Company's stock option plans (but not the sale of any such shares) is exempt from this Policy, because the other party to the transaction is the Company itself and the price does not vary with the market but is fixed by the terms of the option agreement or the plan.

Transactions in mutual funds that are invested in the Company's securities are not transactions subject to this Policy, provided that the mutual fund's purchase or sale decisions are made by a third party not controlled by, influenced by or related to you or your Related Persons.

In addition, the Company considers that this Policy does not apply to transactions under a pre-existing written plan, contract, instruction, or arrangement under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (an "**Approved 10b5-1 Plan**") of a Designated Insider that meet the following requirements:

(i) it has been reviewed and approved by the Compliance Officer at least five (5) days in advance of being entered into (or, if revised or amended, such proposed revisions or amendments have been reviewed and approved by the Compliance Officer at least five (5) days in advance of being entered into);

(ii) it provides that no trades may occur thereunder until expiration of the applicable cooling-off period specified in Rule 10b5-1(c)(ii)(B), and no trades occur until after that time. The appropriate cooling-off period will vary based on the status of the Designated Insider. For directors and officers, the cooling-off period ends on the later of (x) ninety (90) days after adoption or certain modifications of the 10b5-1 plan; or (y) two (2) business days following disclosure of the Company's financial results in a Form 10-Q or Form 10-K for the quarter in which the 10b5-1 plan was adopted. For all other Designated Insiders, the cooling-off period ends thirty (30) days after adoption or modification of the 10b5-1 plan. This required cooling-off period will apply to the entry into a new 10b5-1 plan and any revision or modification of a 10b5-1 plan;

(iii) it is entered into in good faith by the Designated Insider, and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1, at a time when the Designated Insider is not in possession of material non-public information about the Company; and, if the Designated Insider is a director or officer, the 10b5-1 plan must include representations by the Designated Insider certifying to that effect;

(iv) it gives a third party the discretionary authority to execute such purchases and sales, outside the control of the Designated Insider, so long as such third party does not possess any material non-public information about the Company; or explicitly specifies the security or securities to be purchased or sold, the number of shares, the prices and/or dates of transactions, or other formula(s) describing such transactions;

(v) it is the only outstanding Approved 10b5-1 Plan entered into by the Designated Insider (subject to the exceptions set out in Rule 10b5-1(c)(ii)(D)); and

(vi) the Approved 10b5-1 Plan is adopted during a Trading Window and not within a Regular Blackout Period or Special Blackout Period.

If you are considering entering into, modifying or terminating an Approved 10b5-1 Plan or have any questions regarding Approved Rule 10b5-1 Plans, please contact the Compliance Officer. You should consult your own legal and tax advisors before entering into, or modifying or terminating, an Approved 10b5-1 Plan. A trading plan, contract, instruction or arrangement will not qualify as an Approved 10b5-1 Plan without the prior review and approval of the Compliance Officer as described above.

POST-TERMINATION TRANSACTIONS

This Policy will no longer apply after termination of your employment with or service to the Company. However, if you are aware of material non-public information about the Company when your service terminates, you may not trade in the Company's securities until that information has become public or is no longer material. If you were a director or officer of the Company, or an employee of the Company who had access to the Company's quarterly or annual financial results before the public disclosure of such information, it would be prudent for you and your Related Persons to refrain from trading in the Company's securities until the first Trading Window following the date your service terminated.

CERTIFICATION

All insiders must certify their understanding of, and intent to comply with, this Policy. All insiders are bound by this Policy, regardless of whether they sign and deliver such a certification.

<u>ANNEX 1</u>

POLICY REGARDING
MATERIAL NON-PUBLIC INFORMATION AND INSIDER TRADING

TO: All Employees of Private Bancorp of America, Inc. and CalPrivate Bank

FROM: Compliance Officer for the Insider Trading Policy

RE: Confidentiality and Insider Trading

DATE: _____________, 202_

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In the course of your employment with Private Bancorp of America, Inc. and its subsidiaries (the "**Company**"), you may come into possession of material non-public information concerning the Company. Generally, material non-public information is any information (either positive or negative) that: (i) has not been publicly disclosed by means of a press release, filing with the Securities and Exchange Commission, or a widely-disseminated statement by one of the Company's officers, and (ii) that a reasonable investor would consider important in making a decision to buy, hold or sell the Company's securities. It is illegal to trade in the Company's securities while in possession of material non-public information. Punishment for insider trading violations is severe, and could include significant fines and imprisonment.

In an effort to safeguard the Company's material non-public information and avoid violations of applicable securities laws, the Company has adopted an Insider Trading Policy (the "**Policy**"), which is provided herewith for your review. After you have carefully read the Policy, please sign the Certification, which has also been provided, and return it to my attention.

Please note that it is the Company's policy to cooperate fully with other governmental and regulatory authorities in investigating possible violations by employees and others of applicable laws and regulations. If appropriate, the Company will assist authorities in the investigation and prosecution of persons who engage in illegal conduct.

Your compliance with the Policy is extremely important. Failure to comply with the Policy may subject you to Company-imposed sanctions, including termination of your employment for cause, whether or not your failure to comply results in a violation of law. Needless to say, a violation of law, or even an enforcement authority investigation that does not result in prosecution, can tarnish a person's reputation and irreparably damage a career.

Please contact me if you have any questions about the Policy or its application to any specific set of facts.

<u>ANNEX 2</u>

CERTIFICATION

I certify that:

1. I have read and understand the Private Bancorp of America, Inc. Insider Trading Policy (the "**Policy**"). I understand that the Compliance Officer identified in the Policy is available to answer any questions I have regarding the Policy.

2. I will comply with the Policy for as long as I am subject to the Policy.

____
Printed Name

____
Signature

____
Date

ANNEX 3

INSIDER TRADING COMPLIANCE PROGRAM – PRE-CLEARANCE CHECKLIST FOR COMPLIANCE OFFICER

Individual Proposing to Trade: ______________________________

Compliance Officer: ______________________________

Proposed Trade: ______________________________

Date of Receipt of Pre-Clearance Request: ______________________________

1. Trading Window/No Blackout. Confirm that the trade will be made during the "**Trading Window**" (defined in the Insider Trading Policy) and that the Company has not implemented a "special blackout period" during which the individual proposing to trade may not trade the Company's securities.

2. Rule 10b-5 Concerns. Confirm that: (i) the individual has been reminded that trading is prohibited when aware of any material information regarding the Company that has not been adequately disclosed to the public, (ii) the Compliance Officer has discussed with the insider any information known to the insider which might be considered material, so that the insider has made an informed judgment as to the presence of material non-public information, and (iii) the Compliance Officer has considered whether there is any material non-public information concerning the Company that may be accessible to or known by the insider or may otherwise result in the appearance of improper insider trading.

3. Prohibited Trades. Confirm, if the individual is a Designated Insider (especially an officer or director who would be subject to Section 16 of the Securities Exchange Act of 1934, as amended), that the proposed transaction is not a "short sale," purchase or margin, put, call or other prohibited or strongly discouraged transaction.

____
Signature of Compliance Officer

____
Printed Name

ANNEX 4

APPLICATION FOR PRE-CLEARANCE OF TRANSACTION(S) IN PRIVATE BANCORP OF AMERICA, INC. SECURITIES

Name: ____

Title: ____

Proposed Initial Trade Date: _______________________________

Type of Security to be Traded: ___________________________

Type of Transaction (e.g., purchase, sale): _________________________

Number of Shares to be Transacted: __________________________

Certification

I hereby certify that I have read and understand the Private Bancorp of America, Inc. (the "**Company**") Insider Trading Policy (the "**Policy**"), including what information may be considered material non-public information, and I understand that the Compliance Officer is available to answer any questions I have regarding the Policy.

I hereby further certify that I am not in possession of any material non-public information concerning the Company. I understand that if I trade while in possession of such information, I may be subject to severe civil and/or criminal penalties and discipline by the Company up to and including termination of my employment for cause.

________________________________ ________________

Signature Date

Review and Decision

This Application is: _____ APPROVED _____ NOT APPROVED

________________________________ First Trade Date: ___________at 6:30 am (PT)

Signature of Compliance Officer Final Trade Date: ___________at 1:00 pm (PT)

Name: ________________________________

Title: ____________________________

ANNEX 5

APPLICATION FOR PRE-CLEARANCE OF TRANSFER(S) OF PRIVATE BANCORP OF AMERICA, INC. SECURITIES

Name: ____

Title: ____

Proposed Initial Transfer Date: ____________________________

Type of Security to be Transferred: ___________________________

Type of Account/Entity for Transfer (e.g., brokerage account, entity): ____________

Number of Shares to be Transferred: __________________________

Certification

I hereby certify that I have read and understand the Private Bancorp of America, Inc. (the "**Company**") Insider Trading Policy (the "**Policy**"). With respect to a proposed transfer that is not a sale of shares of the Company, I further understand that the shares will continue to be subject to Securities and Exchange Commission Rule 144 ("**Rule 144**") and the Policy.

I hereby further certify that I will provide the Company with certifications and/or confirmations requested by the Compliance Officer, counsel to the Company and/or the transfer agent for the shares with respect to compliance with Rule 144 and the Policy both with respect to the transfer and disposition of the shares thereafter. In addition, I will provide to any and all of them, such certifications from any broker, fiduciary or other agent of mine that any of them may require with respect to Rule 144 and the Policy with respect to the transfer and the disposition of the shares thereafter. I understand that if I or any of such parties are unable or unwilling to provide the required certifications that the transfer may not be approved.

______________________________ ______________

Signature Date

Review and Decision

This Application is: _____ APPROVED _____ NOT APPROVED

Signature of Compliance Officer

Name: ______________________________

Title: ___________________________