

## **EAST WEST BANCORP, INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **MISSION**

The Compensation Committee is appointed by the Board of Directors of East West Bancorp, Inc. (the “Company”) (i) to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s CEO and other senior executives, and (ii) to produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission (“the SEC”). This charter should be interpreted in the context of all applicable laws, regulations and the listing requirements of the Nasdaq Global select Market, as well as the Articles of Incorporation and Bylaws.

#### **MEMBERSHIP**

The Compensation Committee shall consist of at least three members. All members shall be directors of the Company. No member shall be a senior officer of any other company for which any of the senior management of the Company is on the compensation committee of the board of directors. The members shall be (i) “independent” within the meaning of the rules of NASDAQ Global Select Market, (ii) an “outside director” within the meaning of Internal Revenue Code Section 162(m) and (iii) a “non-employee director” within the meaning of Securities and Exchange Commission Rule 16b-3 under the Securities Act of 1934.

Membership of the Committee shall automatically end at such time as the Board determines that a member (i) ceases to meet the independence requirements of NASDAQ and applicable law; (ii) ceases to be an “outside director” within the meaning of the Internal Revenue Code Section 162(m), or (iii) cease to be a “non-employee director” for the purposes of Section 16b-3 of the Securities Exchange Act of 1934.

The Chief Executive Officer shall participate in Compensation Committee meetings when reporting on the evaluation of senior executive management personnel and when discussing performance goals with the Committee. The secretary of the Board of Directors shall serve as the secretary of the Compensation Committee.

The Committee may form and delegate authority to subcommittees or, to the extent permitted under applicable laws, regulations and NASDAQ rules, to any other director, in each case to the extent the Committee deems necessary or appropriate.

### **KEY RESPONSIBILITIES**

The Committee shall perform the functions and have the responsibilities described below:

- Oversee, on an annual basis, the development of, approve and review, all compensation, benefit and annual and long term incentive compensation programs for the CEO and other senior management. Committee's determination shall be reported to the Board.
- On an annual basis establish goals for the CEO and evaluate the performance of the CEO in light of these goals. The Committee should obtain input from the full Board and report to the Board on the selection of the goals.
- Receive an annual report from the CEO of his or her performance assessment and compensation review decisions for senior executive management personnel. The committee neither participates in nor approves the executive's decisions about his or her staff, but rather, uses the executive's report to become aware of the CEO's evaluation of the capabilities of the senior executive team.
- Conduct the CEO evaluation process in a manner that promotes trust and communications between the board and CEO; ensures the CEO understands the board's expectations; and provides feedback to the CEO on his or her performance.
- As appropriate from time to time, review CEO and senior management compensation and benefits compared to peer companies.
- Administer the Performance-Based Bonus Plan of the Company, including determining eligibility and the specific goals of, certifying the meeting of such goals and awarding bonuses under such Plan.
- Administer and award grants of incentive stock under the 1998 Stock Incentive Plan of the Company, subject to approval of the Board of Directors.

- Review and make recommendations to the Board of Directors with respect to the compensation of directors. The review of director compensation will include use of a compensation consultant, a rigorous process to determine which companies are peers of the Company, and a comparison against peers to confirm that the Company's compensation is in an appropriate range.
- Review and discuss with the Company's management the Compensation Discussion and Analysis required by the SEC Regulation S-K, Item 402 ("CD&A"). The Committee shall determine, based on such review and discussions, whether it is going to recommend to the Board of Directors that the CD&A in the form prepared by management be included in the Company's annual report or proxy statement for the annual meeting of shareholders.
- Oversee succession planning of Named Executive Officers.

## **MEETINGS**

Meetings of the Committee will be held at least twice a year or when necessary at the call of the committee chairperson. At least one meeting shall be held for setting goals for the upcoming year. At least one meeting shall be held to evaluate performance for the prior year and to recommend compensation.

## **OUTSIDE ADVISORS**

The Compensation Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee as deemed appropriate by the Committee. The Committee shall have authority to pay all fees and expenses of such outside advisors as it deems appropriate.