

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

### **NOMINATING / CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **MISSION**

The Nominating / Corporate Governance Committee is appointed by the Board of Directors of East West Bancorp, Inc. (the “Company”) to (1) determine the slate of director nominees for election to the board; (2) recommend to the Board individuals to fill vacancies occurring between annual meetings of shareholders; (3) recommend to the Board the directors who will serve on each committee of the board; (4) develop and recommend to the Board a set of corporate governance principles; and (5) periodically review corporate governance principles and Board performance.

#### **MEMBERSHIP**

The Nominating / Corporate Governance Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board of the Company. The Secretary of the Board of Directors shall serve as the secretary of the Committee.

The members of the Nominating / Corporate Governance Committee shall each be “independent,” as such term is prescribed by Nasdaq, Section 10A of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (“SEC”), and any standards prescribed for purposes of any federal securities, tax, banking or other laws relating to the Committee’s duties and responsibilities, and as otherwise determined by the Board.

#### **KEY RESPONSIBILITIES**

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

- Recommend to the Board a slate of nominees for election to the Board at the annual

meeting of shareholders and recommend one or more nominees for each vacancy on the Board (including vacancies created by an increase in the size of the Board) that occurs between annual meetings of shareholders. In recommending nominees, the Committee shall place primary emphasis on the criteria set forth in the Company's Corporate Governance Guidelines and other factors as the Committee deems appropriate.

- Periodically assess the independence of all Board members in accordance with the Company's corporate governance principles and submit assessments to the Board for approval.
- Develop and recommend to the Board a set of corporate governance principles for the Company. Periodically reassess the Company's corporate governance principles and recommend to the Board revisions to such principles, as appropriate.
- Conduct an annual assessment of the Board's structure and performance to determine whether it, its committees, and its members are functioning effectively and make an annual report to the Board of its assessment. The Committee shall offer recommendations as it deems appropriate regarding changes to the Board and to committee structure and membership.
- Annually review Committee memberships and assignments to Committees and make recommendations to the Board about the appointment of directors to Committees.
- Prepare and set guidelines for stock ownership by directors and officers designed to further align the interests of directors and stockholders.
- Review the continuation on the Board of any director who has tendered a letter of proposed resignation from the Board because of a change in their principal responsibility and to recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation.
- Approve a succession plan should the Chairman and/or Chief Executive Officer be unexpectedly rendered unable to perform the duties of such office
- Establish and maintain a policy for considering shareholder nominees for election to

the Board. The Committee will not be obligated to consider candidates recommended by a stockholder who does not comply with the minimal requirements outlined in the Company's Corporate Governance Guidelines.

- Recommend continuing education programs for all Board members

## **MEETINGS**

Meetings of the Committee will be held at least annually and such other times as shall be required by the Chairman of the Board of the Company or of the Committee, or by a majority of the members of the Committee. At the invitation of the Chairman of the Committee, the meetings shall be attended by the Chief Executive Officer, the Chief Financial Officer, and such other persons whose attendance is appropriate to the matters under consideration. The secretary of the Board of Directors shall serve as the secretary of the Committee.

## **OUTSIDE ADVISORS**

The Nominating / Corporate Governance Committee shall have the authority to retain special legal 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.