

EAST WEST BANCORP INC  
Form DEF 14A  
April 18, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**East West Bancorp, Inc.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
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| (2) | Aggregate number of securities to which transaction applies:  |
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  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**East West Bancorp, Inc.**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD MAY 28, 2013**

Notice is hereby given that the annual meeting (the Meeting ) of the stockholders of East West Bancorp, Inc. (the Company ) will be held at 135 N. Los Robles Ave., 6th Floor, Pasadena, California on May 28, 2013, beginning at 2:00 p.m. for the following purposes:

1. **Election of Directors.** The election of all directors to serve until the next annual meeting of stockholders and to serve until his or her successors are elected and qualified;
2. **Ratification of Auditors.** Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2013;
3. **Advisory Vote to Approve Executive Compensation.** An advisory vote to approve executive compensation; and
4. **Other Business.** The transaction of such other business as may properly come before the Meeting or any postponement or adjournment of the Meeting.

Properly signed and returned proxy cards permit each Proxyholder named therein to vote on such other business as may properly come before the Meeting and at any and all adjournments thereof, in his discretion. As of the date of mailing, the Board of Directors of the Company is not aware of any other matters that may come before the Meeting.

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Only those stockholders of record at the close of business on March 29, 2013, shall be entitled to notice of and to vote at the Meeting.

YOUR VOTE IS VERY IMPORTANT. STOCKHOLDERS ARE URGED TO SIGN AND RETURN THE ENCLOSED PROXY IN THE POSTAGE PREPAID ENVELOPE AS PROMPTLY AS POSSIBLE, WHETHER OR NOT THEY PLAN TO ATTEND THE MEETING IN PERSON. STOCKHOLDERS WHO ATTEND THE MEETING MAY WITHDRAW THEIR PROXY AND VOTE IN PERSON IF THEY WISH TO DO SO.

By order of the Board of Directors

DOUGLAS P. KRAUSE  
*Corporate Secretary*

Pasadena, California

April 18, 2013

## **East West Bancorp, Inc.**

**135 N. Los Robles Avenue, 7th Floor**

**Pasadena, California 91101**

**(626) 768-6000**

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### **PROXY STATEMENT**

**For**

### **ANNUAL MEETING OF STOCKHOLDERS**

**To be held May 28, 2013**

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### **GENERAL INFORMATION**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors ( **Board of Directors** or **Board** ) of East West Bancorp, Inc. (the **Company** ) for use at its annual meeting ( **Meeting** ) of stockholders to be held on May 28, 2013, at 135 N. Los Robles Avenue, 6th Floor, Pasadena, California, at 2:00 p.m. and at any adjournment thereof. This Proxy Statement and the enclosed proxy card ( **Proxy** ) and other enclosures are first being mailed to stockholders on or about April 18, 2013. Only stockholders of record on March 29, 2013 ( **Record Date** ) are entitled to vote in person or by proxy at the Meeting or any adjournment thereof. The mailing address of the Company's principal executive office is 135 N. Los Robles Avenue, 7th Floor, Pasadena, California 91101.

### **Matters to be Considered**

The matters to be considered and voted upon at the Meeting will be:

1. **Election of Directors.** The election of eleven persons as directors for one year terms until the next annual meeting of stockholders and to serve until their successors are elected and qualified. The Board of Directors' nominees are:

**Iris S. Chan**  
**Rudolph I. Estrada**  
**Julia S. Gouw**  
**Paul H. Irving**  
**Andrew S. Kane**

**Tak-Chuen Clarence Kwan**  
**John Lee**  
**Herman Y. Li**  
**Jack C. Liu**  
**Dominic Ng**  
**Keith W. Renken**

2. **Ratification of Auditors.** Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2013;

3. **Advisory Vote to Approve Executive Compensation.** An advisory vote to approve executive compensation; and

4. **Other Business.** The transaction of such other business as may properly come before the Meeting or any postponement or adjournment of the Meeting.

#### **Costs of Solicitation of Proxies**

This solicitation of Proxies is made on behalf of the Board of Directors of the Company. The Company will bear the costs of solicitation, including the expense of preparing, assembling, printing and mailing this Proxy Statement and the materials used in this solicitation of Proxies. It is contemplated that Proxies will be solicited principally through the mail, but directors, officers and employees of the Company may solicit Proxies personally or by telephone. Although there is no formal agreement to do so, the Company may reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses in forwarding these proxy materials to their principals.

#### **Outstanding Securities and Voting Rights; Revocability of Proxies**

The authorized capital stock of the Company consists of 200,000,000 shares of common stock, par value \$0.001 per share ( Common Stock ), of which 136,591,635 shares were issued and outstanding on the Record Date, and 5,000,000 shares of serial preferred stock, par value \$0.001 per share, of which 85,710 shares were issued and outstanding on the Record Date. A majority of the outstanding shares of Common Stock constitutes a quorum for the conduct of business at the Meeting. Abstentions and broker non-votes will be treated as shares present and entitled to vote for purposes of determining the presence of a quorum. Each stockholder is entitled to one vote, in person or by proxy, for each share of Common Stock standing in his or her name on the books of the Company as of the Record Date on any matter submitted to the stockholders.

In January 2013, our Board amended our bylaws to provide for majority voting in uncontested elections and plurality voting in any election that is contested. Any director who fails to receive a sufficient number of votes for reelection at the annual meeting of stockholders must offer to resign. Our Nominating and Corporate Governance Committee and the Board have 90 days to act on the tendered offer to resign.

Unless otherwise required by law, the Certificate of Incorporation, or Bylaws, approval of the proposals that may properly come before the Meeting, other than the election of directors, require the affirmative vote of the majority of shares present in person or by proxy at the Meeting and entitled to vote. Accordingly, abstentions as to a particular proposal, other than the election of directors, will have the same effect as a vote against that proposal and broker non-votes will have no effect on the vote. Proposal 3 is an advisory vote and is non-binding on our Board of Directors.

A Proxy for use at the Meeting is enclosed. The Proxy must be signed and dated by you or your authorized representative or agent. You may revoke a Proxy at any time before it is exercised at the Meeting by submitting a written revocation to the Secretary of the Company or a duly executed Proxy bearing a later date or by voting in person at the Meeting. Attendance at the Meeting will not in and of itself constitute revocation of a proxy. The enclosed Proxy also contains directions for voting by phone and through the Internet.

Unless revoked, the shares of Common Stock represented by properly executed Proxies will be voted in accordance with the instructions given thereon. In the absence of any instruction in a properly executed Proxy, your shares of Common Stock will be voted as recommended by the Board of Directors. If you hold shares of common stock through a broker or other nominee, your broker or other nominee will vote your shares on your behalf if you provide instructions on how to vote your shares. It is important that you provide voting instructions, because in the absence

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of instructions, your broker can only vote your shares on the ratification of the Company's independent registered public accounting firm, but will not be able to vote your shares on the other proposals.

The enclosed Proxy confers discretionary authority with respect to matters incident to the Meeting and any other proposals of which management did not have notice at least 45 days prior to the date on which the Company mailed its proxy material for last year's annual meeting of stockholders. As of the date hereof, management is not aware of any other matters to be presented for action at the Meeting. However, if any other matters properly come before the Meeting, the Proxies solicited hereby will be voted by the Proxyholders in accordance with the recommendations of the Board of Directors.



**Important Notice Regarding Availability of Proxy Materials****for the 2013 Annual Meeting of Stockholders to be Held on May 28, 2013**

Pursuant to the Securities and Exchange Commission ( SEC ) rules related to the availability of proxy materials, we have made our Proxy Statement, Annual Report on Form 10-K, and Proxy Card available on the Internet at the Investor Relations Investor Relations Kit section of our corporate website at [www.eastwestbank.com](http://www.eastwestbank.com). Additionally, you may access our proxy statement at <http://www.eastwestbank.com/investorproxy>, where the Company cannot identify visitors to the site.

**BENEFICIAL STOCK OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT**

The following table sets forth the beneficial ownership of our common stock as of March 29, 2013, by (i) each person known to us to beneficially own more than 5% of our outstanding common stock, (ii) our directors and director nominees, (iii) our Chief Executive Officer, Chief Financial Officer, and our three highest compensated executive officers whose total annual compensation in 2012 exceeded \$100,000 (the Named Executive Officers or NEOs ), and (iv) all our directors and Named Executive Officers, as a group:

Name and Address of Beneficial Owner	Common Stock Number of Shares Beneficially Owned (1)(2)	Percent of Class
<i>5% Holders</i>		
T. Rowe Price Associates, Inc.(3) 100 E. Pratt Street Baltimore, Maryland 21202	8,252,086	6.04%
The Vanguard Group(4) 100 Vanguard Blvd. Malvern, PA 19355	8,032,798	5.88%
BlackRock, Inc.(5) 40 East 52nd Street New York, NY 10022	7,384,669	5.41%
State Street Corporation(6) One Lincoln Street Boston, MA 02111	7,104,135	5.20%
<i>Directors and Named Executive Officers</i>		
Dominic Ng (7)	713,626	*
Julia S. Gouw(8)	364,493	*
John Lee	357,005	*
Douglas P. Krause	123,525	*
Keith W. Renken (9)	71,130	*
Herman Y. Li	50,922	*
Irene H. Oh	31,985	*
Jack C. Liu	29,234	*
Andrew S. Kane	26,080	*
Rudolph I. Estrada(10)	24,265	*
James T. Schuler	16,000	*
Paul H. Irving	13,483	*
Iris S. Chan	11,648	*

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Tak-Chuen Clarence Kwan	4,129	*
<b>All Directors and Named Executive Officers, as a group (14 persons)</b>	1,837,525	1.35%

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\* Less than 1%.

(1) All amounts are based on the respective Schedule 13G filings of the 5% Holders. Except as otherwise noted and except as required by applicable community property laws, each person has sole voting and disposition powers with respect to the shares.

(2) Shares that the person (or group) has the right to acquire within 60 days after the Record Date are deemed to be outstanding in calculating the ownership and percentage ownership of the person (or group). Does not include unvested time-based or performance-based restricted stock units. The following individuals have the right to acquire the shares indicated after their names upon the exercise of such stock options: Mr. Ng, 222,878; Ms. Gouw, 27,041; Mr. Krause, 20,685; and Ms. Oh, 7,843. The aggregate number of shares issuable upon the exercise of options currently exercisable held by the Named Executive Officers as a group is 278,447.

(3) Based on Schedule 13G filed with the Securities and Exchange Commission on February 11, 2013, by T. Rowe Price Associates, Inc. These securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities and Exchange Act of 1934, as amended, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities. This figure includes shares of Series A Preferred Stock which the holder has the right to acquire within 60 days after the Record Date.

(4) Based on Schedule 13G filed with the Securities and Exchange Commission on February 2, 2013, by Vanguard Group, Inc.

(5) Based on Schedule 13G filed with the Securities and Exchange Commission on February 8, 2013, by BlackRock, Inc.

(6) Based on Schedule 13G filed with the Securities and Exchange Commission on February 11, 2013, by State Street Corp.

(7) 53,000 of these shares are held in two trusts, held by family members, for which Mr. Ng has voting and investment power.

(8) 2,000 of these shares are owned by family members for whom Ms. Gouw has voting and investment power; Ms. Gouw disclaims any beneficial interest in such shares.

(9) 32,000 of these shares are owned by a partnership for which Mr. Renken, as a partner, has voting and investment power.

(10) 2,414 of these shares are held in the Summit Group Profit Sharing Plan for which Mr. Estrada has voting and investment power.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), requires that the Company s directors, executive officers and persons who own more than ten percent of a registered class of the Company s equity securities file with the SEC, and with each exchange on which the Common Stock trades, initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Directors, officers and greater than ten percent holders are required by the SEC s regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely upon a review of copies of reports provided during the fiscal year ended December 31, 2012, the Company believes that all persons subject to the reporting requirements of Section 16(a) filed all required reports on a timely basis.

**PROPOSAL NO. 1****ELECTION OF DIRECTORS****The Board of Directors Recommends a Vote For All Nominees****Board of Directors and Nominees**

The Company's Certificate of Incorporation and Bylaws provide that the number of directors shall be determined from time to time by the Board of Directors, but may not be less than five. The Board of Directors is currently composed of eleven members elected to serve one-year terms.

The directors nominated for election at the Meeting are Iris S. Chan, Rudolph I. Estrada, Julia S. Gouw, Paul H. Irving, Andrew S. Kane, Tak-Chuen Clarence Kwan, John Lee, Herman Y. Li, Jack C. Liu, Dominic Ng and Keith W. Renken. All of the nominees have indicated their willingness to serve and, unless otherwise instructed, Proxies will be voted in such a way as to effect, if possible, the election of the eleven nominees for election as directors. In the event that any nominee should be unable to serve as a director, it is intended that the Proxies will be voted for the election of such substitute nominee, if any, as shall be designated by the Board of Directors. Management has no reason to believe that any of the nominees for director will be unavailable to serve on the Board of Directors.

None of the directors, nominees for director or executive officers were selected pursuant to any arrangement or understanding, other than with the directors and executive officers of the Company acting within their capacity as such. There are no family relationships among directors or executive officers of the Company. As of the date hereof, no directorships are held by any director with a company which has a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of the Exchange Act, or any company registered as an investment company under the Investment Company Act of 1940, except that Mr. Ng is a director of Mattel, Inc. and Mr. Renken is a director of Willdan Group, Inc. and Limoneira Company.

The following table sets forth certain information with respect to the Board's nominees for director and the current continuing directors of the Company. All directors of the Company are also directors of East West Bank (the Bank), the Company's principal subsidiary. Executive officers serve at the pleasure of the Board of Directors, subject to restrictions set forth in their employment agreements. See ELECTION OF DIRECTORS and Employment Agreements and Potential Payments Upon Termination or Change-in-Control.

		<b>Year First Elected</b>	<b>Current Term</b>
<b>Name of Director</b>	<b>Age(1)</b>	<b>or Appointed(2)</b>	<b>to Expire</b>
<i>Nominees for term expiring 2014:</i>			
Iris S. Chan	66	2010	2013
Rudolph I. Estrada	65	2005	2013
Julia S. Gouw	53	1997	2013

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Paul H. Irving	60	2010	2013
Andrew S. Kane	60	2007	2013
Tak-Chuen Clarence Kwan	59	2012	2013
John Lee	81	2006	2013
Herman Y. Li	60	1998	2013
Jack C. Liu	54	1998	2013
Dominic Ng	54	1991	2013
Keith W. Renken	78	2000	2013

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(1) Age as of March 29, 2013.

(2) Refers to the earlier of the year the individual first became a director of the Company and the Bank.

The Board seeks directors with strong reputations and experience in areas relevant to the strategy and operations of the Company's businesses, particularly industries and growth segments that the Company serves, as well as key geographic markets where it operates. Each of the nominees for election as a Director at the Annual Meeting of Stockholders holds or has held senior executive positions in large, complex organizations and has operating experience that meets this objective, as described below. In these positions, they have also gained experience in core management skills, such as strategic and financial planning, corporate governance, risk management, and leadership development.

The Board also believes that each of the nominees has other key attributes that are important to an effective board: integrity and demonstrated high ethical standards; sound judgment; analytical skills; the ability to engage management and each other in a constructive and collaborative fashion; diversity of origin, background, experience, and thought; and the commitment to devote significant time and energy to service on the Board and its Committees.

The principal occupation during the past five years of each director and nominee is set forth below. All directors have held their present positions for at least five years, unless otherwise stated.

**Iris S. Chan** is currently the Chief Executive Officer of Ameriway, which she founded in 1989. Ameriway focuses on early-stage investments and cross-border trades between North America and Asia. She was the former Executive Vice President and the Group Head of Wells Fargo's National Commercial Banking Group; and a member of the Wells Fargo Management Committee. Prior to her retirement from Wells Fargo in 2009 after over 20 years of service, Ms. Chan oversaw more than 90 commercial banking and loan production offices throughout the United States. Earlier in her career, Ms. Chan held various management and international banking positions with Bank of America and Citicorp.

Ms. Chan is involved in many community and professional organizations. Currently, she is a board member of the Asia Society and on the board of governors of the San Francisco Symphony. She served on the Board of Directors of the Wells Fargo HSBC Trade Bank, N.A. from 2003 to 2009. Previously, she was a member of the business advisory board of University of Southern California Marshall School of Business; and Carnegie Mellon GSIA.

Ms. Chan has received various awards and recognition for her work. In 2007 and 2008, she was named one of the 25 Most Powerful Women in Banking by American Banker magazine. We believe that Ms. Chan's distinguished banking career and high-level executive experience well qualifies her to serve on our Board.

**Rudolph I. Estrada** has over 35 years of banking and business experience and is a former Presidential appointee serving as Commissioner on the White House Commission on Small Business. He also served as the Los Angeles District Director for the U.S. Small Business Administration, the largest SBA district in the United States. Mr. Estrada is President and CEO of Estradagy Business Advisors, a business and banking advisory group that serves small- and medium-sized businesses.

Mr. Estrada has also served for over 25 years as a professor of finance, management and ethics with the California State University system. He has served on the boards of several corporate and non-profit organizations, including the Didi Hirsch Mental Health Center, the California State Parks Foundation, the University of Southern California Mexican-American Alumni Association and as Chairman of the Board of Trustees of Sias University in the Henan Province of China. Prior to embarking upon his career in finance, he was awarded the United States Commendation Medal for meritorious service while serving with Military Intelligence and Operations, U.S. Army. We believe that Mr. Estrada's extensive management and executive experience in the public and private sector well qualifies him to serve on our Board.

**Julia S. Gouw** is President and Chief Operating Officer of East West Bancorp, Inc. and East West Bank. Ms. Gouw joined East West in 1989 and prior to her current role, Ms. Gouw served as Chief Financial Officer until April 2008 and as Chief Risk Officer through the end of 2008. Before her career at East West, Ms. Gouw spent over five years as a CPA at KPMG LLP.

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Ms. Gouw has been recognized numerous times in the financial community, being named to the Best CFO's in America list by Institutional Investor Magazine in 2006 and 2007, to the Top 10 CFO's list by U.S. Banker in 2006, and to the 25 Most Powerful Women in American Banking by American Banker magazine in 2003, 2005, 2006, 2007 and 2011. She was also recognized in 2003 and in 2008 as a Philanthropist of the Year by the Los Angeles Business Journal.

Ms. Gouw serves on the boards of Pacific Mutual Holding Company and PacificLife Corp. She also serves on boards of the California Bankers Association, the John Wayne Cancer Institute at Saint John's Center, the UCLA Foundation, and the David Geffen School of Medicine at UCLA, and as a Trustee of Saint John's Health Foundation. We believe that Ms. Gouw's extensive banking career and proven financial expertise well qualifies her to serve on our Board.

**Paul H. Irving** is President and a member of the board of the Milken Institute, a charity focused on global job creation, capital access and health enhancement. Mr. Irving joined the Milken Institute as chief operating officer in 2011. Mr. Irving is a member of the boards of directors of Encore.org and Operation Hope, on the board of counselors of the USC Davis School of Gerontology, and the advisory board of Partners for Livable Communities, and he is a senior advisor to Peace First and New Roads School.



Previously, Mr. Irving was an advanced leadership fellow at Harvard University and chairman, CEO, managing partner and head of the financial services group of Manatt, Phelps & Phillips, LLP, a law and consulting firm. Mr. Irving was previously adjunct professor and received the Board of Governors Award for outstanding contributions to society and the law at Loyola Law School. We believe that Mr. Irving's extensive legal experience in the financial services industry and distinguished management experience well qualifies him to serve on our Board.

**Andrew S. Kane**, OBE, FCA, CPA (inactive) is Chief Operating and Finance Officer of the Simms/Mann Office; a position he has held since July 2012. Prior to his current role, he was Managing Director and COO of Pacific Capital Group, COO and CFO of Advantage Fitness Products and Vice Chairman of Galen Capital Corporation. Previously, Mr. Kane was CEO for HSBC Private Bank in Southern California and a Managing Partner at Arthur Andersen.

Mr. Kane is active in the community and has or currently serves on many boards, including the Los Angeles Fire Department Foundation Board, United Way of Greater Los Angeles, UCLA Medical Center Board of Visitors, and Alumni and Friends of the London School of Economics (US Board). Mr. Kane was recognized for his accomplishments by being awarded the Order of the British Empire (OBE) by Her Majesty Queen Elizabeth II. We believe that Mr. Kane's extensive management and executive experience in the financial industry well qualifies him to serve on our Board.

**Tak-Chuen Clarence Kwan** is a retired senior partner of the Chinese Services Group of Deloitte LLP. He joined Deloitte in 1978 where he held a number of leadership roles, including National Managing Partner of the Chinese Services Group of Deloitte U.S. and National Managing Partner and Deputy CEO of Deloitte China. Mr. Kwan has over 30 years of financial advisory and management experience.

Mr. Kwan has been actively advising U.S., Chinese, and other multinational companies on cross-border investment, including mergers and acquisitions, joint ventures and other direct foreign investments. He has also assisted large and high-growth Chinese enterprises, both state-owned and privately-held, to achieve sustainable success in the U.S. We believe that Mr. Kwan's extensive international experience and financial expertise well qualifies him to serve on our Board.

**John Lee** is Vice Chairman of the Board of East West Bancorp, Inc. and East West Bank. Mr. Lee co-founded Standard Bank in 1980, a \$923 million asset federal savings bank acquired by East West in 2006. Mr. Lee served as Chairman, President and CEO of Standard Bank until the acquisition. Mr. Lee began his long and distinguished career in banking at East West Bank, where he was the first general manager of East West Bank in the Chinatown district of Los Angeles.

Mr. Lee is active in a variety of philanthropic activities and is an avid supporter of education in Chinese art and culture. He is a member of the Board of Governors of the Bowers Museum of Cultural Art. We believe that Mr. Lee's comprehensive knowledge of banking operations and high-level management experience well qualifies him to serve on our Board.

**Herman Y. Li** is Chairman of the C&L Restaurant Group, Inc., a franchisee of Burger King and Denny's restaurants in multiple states. Mr. Li is President of the Burger King Asian Franchisee Association and a member of the Inclusion Advisory Council of the Burger King Corporation. He also serves as a board member for Restaurant Services, Inc., a Burger King system independent purchasing and distribution service co-op.

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Mr. Li is on the board of the Committee of 100, an international, non profit, non partisan membership organization that brings a Chinese American perspective to issues concerning Asian Americans and U.S.-China relations. We believe that Mr. Li's extensive and varied business career well qualifies him to serve on our Board.

**Jack C. Liu** is a senior attorney with Alliance International Law Offices. Prior to that, Mr. Liu was Senior Advisor for Morgan Stanley International Real Estate Fund ( MSREF ) and was President of MSREF's affiliate New Recovery Asset Management Corp. Mr. Liu advises on business and legal aspects of international corporate, real estate, and banking matters. He currently serves on several boards of publicly listed companies in Asia.

Mr. Liu is admitted to practice law in the jurisdictions of California, Washington, D.C. and Taiwan. We believe that Mr. Liu's extensive executive management experience internationally and domestically well qualifies him to serve on our Board.

**Dominic Ng** is Chairman of the Board and Chief Executive Officer of East West Bancorp, Inc. and East West Bank, which he joined in 1991. Mr. Ng transformed East West from a small savings and loan association with \$600 million in

assets and a market capitalization of \$40 million in 1991, into the full-service commercial bank it is today with \$22.5 billion in assets and market capitalization of \$3.1 billion as of December 31, 2012. East West Bank is currently among the top 30 U.S. banks by total assets and market capitalization and ranked in the top 10 of the 100 Best Banks in America by Forbes for three consecutive years. Prior to taking the helm of East West Bank, he was president of Seyen Investment, after having spent ten years as a CPA with Deloitte & Touche in Houston and Los Angeles.

Mr. Ng currently serves as Chairman of the Committee of 100, an international, non profit, non partisan membership organization that brings a Chinese American perspective to issues concerning Asian Americans and U.S.-China relations. He serves on the Boards of Directors of Mattel, Inc. and the Pacific Council on International Policy. He is also an advisory committee member of the Resnick Institute at the California Institute of Technology. For six years (2005-2010) he served on the Board of Directors of the Federal Reserve Bank of San Francisco, Los Angeles Branch.

Named by Forbes as one of the 25 most notable Chinese Americans and one of the 100 most influential people in Los Angeles by the Los Angeles Times, Mr. Ng is also known for his business and community leadership. He was the first Asian American campaign chair for United Way of Greater Los Angeles, in 2000/2001. In 2012, he was named by the Los Angeles Business Journal as the Business Person of the Year and received the Chinese CEO of the Year Award from the Chinese CEO Organization. We believe that Mr. Ng's extensive management experience and financial expertise well qualifies him to serve on our Board.

**Keith W. Renken** is a former Senior Managing Partner of Deloitte & Touche, LLP, Southwest Region, from which he retired in 1992. Subsequent to his retirement, he was a professor in the University of Southern California Leventhal School of Accounting graduate program for over a decade. He is currently the Managing Partner of Renken Enterprises, which provides management consulting to real estate operations and consulting to emerging growth companies.

Mr. Renken currently serves on the boards of Willdan Group, Inc., Limoniera Corporation and Whittier Trust Company. He previously served on the boards of Coast Federal Bank, Pacific Gulf Properties, U.S. Rentals, Nissan Motors (advisory board), and AON Risk Services (advisory board). He is or has served on the boards of various nonprofit entities, including the California Science Center Foundation, the Children's Bureau of Los Angeles, Forest Lawn Foundation and Unihealth Foundation. We believe that Mr. Renken's extensive management experience and financial expertise well qualifies him to serve on our Board.

***THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR***

***THE ELECTION OF THE BOARD OF DIRECTORS NOMINEES.***

## **CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**

The Company is committed to having sound corporate governance principles. These principles are essential to running the Company's business efficiently and to maintaining the Company's integrity in the marketplace. The Company has adopted formal Corporate Governance Guidelines to explain our corporate governance principles to investors. In addition, the Company has also adopted a Code of Conduct. These guidelines, as

well as our Code of Conduct and other governance matters of interest to investors, are available through our website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents.

#### **DIRECTOR INDEPENDENCE/FINANCIAL EXPERTS**

The Company's Board of Directors has conducted a review regarding the independence of each of its members under the standards of Rule 5605(a)(2) of the Nasdaq Stock Market, Inc. (NASDAQ) listing standards. In making such determination, our Nominating and Corporate Governance Committee evaluated banking, commercial service, familial or other transactions involving each director or immediate family member and their related interests and the Company, if any. The Board has determined that nine of the eleven current members and director nominees, all of whom are non-employee directors, satisfy the NASDAQ's independence requirements. The current independent directors are: Iris S. Chan, Rudolph I. Estrada, Paul H. Irving, Andrew S. Kane, Tak-Chuen Clarence Kwan, John Lee, Herman Y. Li, Jack C. Liu and Keith W. Renken. Accordingly, a majority of the Board of Directors, and all members of its Audit, Compensation, Risk Oversight and Nominating/Corporate Governance Committees, satisfy the independence requirements of the NASDAQ.

In addition, the Board of Directors has conducted a review regarding the qualifications of each member of the Audit Committee under the standards of Rule 5605(c)(2)(A) of the NASDAQ listing standards and Section 10A(m) of the

Exchange Act and determined that all members meet these standards.

The Company's Board of Directors has also conducted a review regarding whether any members of the Audit Committee meet the criteria to be considered a financial expert as that term is defined by the SEC. Based on its review, the Board determined that all members of the Audit Committee, Paul H. Irving, Andrew S. Kane, Tak-Chuen Clarence Kwan, John Lee, and Keith W. Renken, its chairman, qualify as financial experts by reason of their prior job experience.

The Board does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board. The Board believes it is in the best interest of the Company to make that determination based on the position and direction of the Company and the membership composition of the Board. The Board has determined that having the Company's Chief Executive Officer also serve as Chairman is in the best interest of the Company's stockholders at this time. This structure makes the best use of the Chief Executive Officer's extensive knowledge of the Company and its industry, while fostering greater communication between the Company's management and the Board. In addition, the designation of the CEO with the additional title as Chairman is important when dealing with overseas customers and dignitaries who are less familiar with the nuances of recent United States trends in corporate titles and have the perception that they are not dealing with the senior decision maker of the Company if they are not dealing with the Chairman. The Company has extensive experience and dealings with persons from Greater China where this perception exists. In addition, this determination not to separate the roles of Chairman and CEO recognizes that the Board is already strongly independent, with 9 of the 11 directors being independent under NASDAQ and East West Bancorp Board standards and with all members of the Audit, Compensation, Nominating and Corporate Governance, and Risk Oversight Committees being independent. The Company does have a Lead Director position. The Board has elected Rudolph Estrada to be the next Lead Director effective July 2013. The Lead Director presides over executive sessions of independent directors that are held after every regularly scheduled Board meeting and in addition, presides at other meetings where the Chairman is not present; reviews meeting agendas and schedules; and is available to serve as a liaison between the Chairman and independent directors. More information about the Lead Director position can be found through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents, Corporate Governance Guidelines.

## **RISK OVERSIGHT AND THE BOARD**

The Board of Directors maintains active involvement and responsibility for oversight of risks that could affect the Company arising out of its operations and business strategy. The Risk Oversight Committee has been appointed by the Board to provide focused oversight of the Company's enterprise risk management and its identified enterprise risk categories. The identified risk categories include: credit, interest rate, liquidity, operational, information technology, human capital, compliance, legal, strategic, reputation, and international. The Chief Risk Officer of the Company works with the Risk Oversight Committee to set meeting agendas and attends Risk Oversight Committee meetings. In addition, the Audit Committee of the Board focuses on the accuracy of financial reporting, the existence of internal controls, and compliance with laws and Board policies. The Board satisfies its responsibility for risk oversight through written or oral reports directly from the Risk Oversight Committee, the Audit Committee and senior officers with oversight responsibility for particular risks within the Company. Such reports include risk trends, results of strategic and capital plan monitoring, results of regulatory issue monitoring and financial, credit and operational key risk indicators. In addition to the Risk Oversight Committee and Audit Committee, other committees of the Board of the Company and East West Bank consider the risks within their areas of responsibility. For example, the Compensation Committee of the Company considers the risks and potential implications of our executive compensation programs.

## **COMMITTEES OF THE BOARD OF DIRECTORS**

The business of the Company's Board of Directors is conducted through its meetings, as well as through meetings of its committees. Set forth below is a description of the committees of the Board.

*Audit Committee*

The Audit Committee reviews and reports to the Board on various auditing and accounting matters. The Audit Committee also engages the independent public accountants, reviews the scope and results of the procedures for internal auditing, reviews the Company's financial statements, reviews the independence of the Company's independent auditors, and approves all auditing and non-auditing services performed by its independent auditors. The Audit Committee currently consists of Paul H. Irving, Andrew S. Kane, Tak-Chuen Clarence Kwan, John Lee, and Keith W. Renken, as chairman. All members of the Audit Committee have been determined by the Board to be independent under the standards of Rule 5605(a)(2) of the NASDAQ listing standards. The Bank also has an Audit Committee, which consists of the same directors who comprise the Company's Audit Committee and which generally meets jointly with the Company's Audit

Committee. During 2012, the Audit Committee met eight times. The charter of the Company's Audit Committee is available through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents.

#### *Compensation Committee*

The Compensation Committee establishes executive compensation policies as well as the actual compensation of the Chief Executive Officer and the other NEOs. The Compensation Committee currently consists of Iris S. Chan, Paul H. Irving and Andrew S. Kane as chairman. All members of the Compensation Committee have been determined by the Board to be independent under the standards of Rule 5605(a)(2) of the NASDAQ listing standards. The Bank also has a Compensation Committee, which consists of the same directors who comprise the Company's Compensation Committee and which generally meets jointly with the Company's Compensation Committee. During 2012, the Compensation Committee met three times. The charter of the Compensation Committee is available through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents. For a more comprehensive discussion of the responsibilities of the Compensation Committee, please see the Compensation Discussion and Analysis section of this Proxy.

#### *Role of Compensation Consultant*

The Compensation Committee of the Board of Directors has retained Frederic W. Cook & Co. (Cook & Co.) as its independent compensation consultant since October 2010.

The Compensation Committee has the authority to obtain assistance and advice from advisors to assist with the evaluation of compensation matters without the approval or permission of management or the Board. The Compensation Committee uses advisors to obtain candid and direct advice independent of management, and takes steps to satisfy this objective. First, in evaluating firms to potentially provide advisory services to the Compensation Committee, the Compensation Committee considers if the firm provides any other services to the Company. In addition, while members of management may assist the Compensation Committee in the search for advisors, the Compensation Committee ultimately and in its sole discretion makes the decision to hire or engage a consultant and provides direction as to the scope of work to be conducted. The Chairman of the Compensation Committee has evaluated the relationship of the compensation consultant with both the Company and the Compensation Committee, including the nature and amount of work performed for the Compensation Committee during the year, and concluded that the compensation consultant met the criteria as an independent advisor for all years engaged. The Compensation Committee retains Cook & Co. to:

- Assist and advise the Compensation Committee during its meetings;
- Provide information based on third-party data and analysis of compensation programs at comparable financial institutions for the design and implementation of our executive and non-director compensation programs;
- Compile and analyze compensation data for financial services companies;
- Assist the Compensation Committee in forming a Peer group;
- Provide independent information as to the reasonableness and appropriateness of the compensation levels and compensation programs of the Company as compared to comparable financial services companies.

*Risk Oversight Committee*

The Board believes an effective risk management system will (1) timely identify the material risks that the Company faces, (2) communicate necessary information with respect to material risks to senior management and, as appropriate, to the Board or relevant Board Committee, (3) implement appropriate and responsive risk management strategies consistent with the Company's risk profile, and (4) integrate risk management into Company decision-making. The Risk Oversight Committee has been appointed by the Board to provide focused oversight of the Company's identified enterprise risk categories on behalf of the Board of Directors. The identified risk categories include: credit, interest rate, liquidity, operational, information technology, human capital, compliance, legal, strategic, reputation, and international. The Risk Oversight Committee currently consists of Iris S. Chan, Jack C. Liu, Herman Y. Li, and Rudolph I. Estrada as chairman. The Bank also has a Risk Oversight Committee, which consists of the same directors who comprise the Company's Risk Oversight Committee and which generally meets jointly with the Company's Risk Oversight Committee. During 2012, the Risk Oversight Committee met four times. The charter of the Risk Oversight Committee is available through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents.



*Nominating/Corporate Governance Committee*

The Nominating/Corporate Governance Committee nominates persons for election as directors and reviews corporate governance matters. The Nominating/Corporate Governance Committee currently consists of John Lee, Keith W. Renken, and Herman Y. Li as chairman. All members of the Nominating/Corporate Governance Committee have been determined by the Board to be independent under the standards of Rule 5605(a)(2) of the NASDAQ listing standards. The Bank also has a Nominating/Corporate Governance Committee, which consists of the same directors who comprise the Company's Nominating/Corporate Governance Committee and which generally meets jointly with the Company's Nominating/Corporate Governance Committee. During 2012, the Nominating/Corporate Governance Committee met once. The charter of the Nominating/Corporate Governance Committee is available through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents.

*Executive Committee*

The Executive Committee is authorized to exercise certain powers of the Board of Directors during intervals between the meetings of the Board of Directors. The Executive Committee currently consists of Rudolph I. Estrada, Julia S. Gouw and Dominic Ng. The Bank also has an Executive Committee, which consists of the same directors who comprise the Company's Executive Committee. The Executive Committee did not meet in 2012. The charter of the Executive Committee is available through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents.

*Board Attendance of Meetings*

Both the Company's Board of Directors and the Bank's Board of Directors met ten times during 2012. All of the directors attended all of the meetings of the Company's Board of Directors, and all of the meetings of the Bank's Board and of the committees on which he or she served in 2012, except where a member was absent from one committee meeting. Accordingly, all directors attended at least 95% of the Board meetings and the committee meetings of which they are a member. The policy of the Company is to encourage all director nominees and all directors who are also employees of the Company to attend the annual meeting of stockholders. All of the directors were in attendance at the 2012 annual meeting of stockholders.

**CONSIDERATION OF DIRECTOR NOMINEES**

*Stockholder Nominees*

The policy of the Nominating/Corporate Governance Committee is to consider properly submitted stockholder nominations for candidates for membership on the Board as described below under Identifying and Evaluating Nominees for Directors. In evaluating such nominations, the Nominating/Corporate Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board and to address the membership criteria set forth under Director Qualifications. Any stockholder nominations proposed for consideration by the Nominating/Corporate Governance Committee should include the nominee's name and qualifications for Board membership and should be addressed to:

Corporate Secretary

East West Bancorp, Inc.

135 N. Los Robles Avenue, 7th Floor

Pasadena, California 91101

In addition, nominations for director may be made by any stockholder entitled to vote for the election of directors if proper notice is given in accordance with the Bylaws. Notice of a stockholder's intention to make any nominations must be made in writing and must be delivered to the Secretary of the Company at the principal executive offices of the Company no later than the close of business on the sixtieth (60th) day nor earlier than the close of business on the ninetieth (90th) day prior to the meeting at which directors are to be elected. However, in the event that less than sixty-five (65) days notice of the meeting is given to stockholders, notice by the stockholder, to be timely, must be delivered not later than the close of business on the seventh (7th) day following the date of mailing the notice of the meeting to stockholders. Such notification shall contain the following information: (a) all information about each proposed nominee that would be required in a proxy solicitation under the federal proxy rules; (b) the name and address of the notifying stockholder; and (c) the number of shares of the Company's Common Stock beneficially owned by the notifying stockholder. Nominations not made in accordance with the requirements in the Bylaws may be disregarded.

*Director Qualifications*

The Company's Corporate Governance Guidelines contain Board membership criteria that apply to Nominating/Corporate Governance Committee recommended nominees for a position on the Board. Under these criteria, members of the Board should have the highest professional and personal ethics and values. They should have broad experience at the policy-making level in business, government, education, finance, accounting, law or public interest. The Nominating/Corporate Governance Committee strives to nominate Directors with a variety of complementary skills so that, as a group, the Board will possess the appropriate talent, skills, and expertise to oversee the Company's businesses. In addition, the Nominating/Corporate Governance Committee seeks to nominate directors with a diversity of origin, background, experience, and thought. All directors should be committed to enhancing stockholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties.

*Identifying and Evaluating Nominees for Directors*

The Nominating/Corporate Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director. The Nominating/Corporate Governance Committee regularly assesses the appropriate size of the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating/Corporate Governance Committee considers various potential candidates for director. Candidates may come to the attention of the Nominating/Corporate Governance Committee through current Board members, professional search firms, stockholders or other persons. These candidates are evaluated at regular or special meetings of the Nominating/Corporate Governance Committee, and may be considered at any point during the year. As described above, the Nominating/Corporate Governance Committee considers properly submitted stockholder nominations for candidates for the Board. Following verification of the stockholder status of persons proposing candidates, recommendations are aggregated and considered by the Nominating/Corporate Governance Committee. If any materials are provided by a stockholder in connection with the nomination of a director candidate, such materials are forwarded to the Nominating/Corporate Governance Committee. In evaluating such nominations, the Nominating/Corporate Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board.

**COMMUNICATIONS WITH THE BOARD**

The Company's Board of Directors welcomes suggestions and comments from stockholders. All stockholders are encouraged to attend the annual meeting of stockholders where senior management and representatives from the Company's independent auditors, as well as members of the Board, will be available to answer questions. Stockholders may also send written communications to the Board by writing to the Secretary of the Board of Directors at East West Bancorp, Inc., 135 N. Los Robles Avenue, 7th Floor, Pasadena, California 91101. All communications (other than commercial communications soliciting the sale of goods or services to, or employment with, the Company or directors of the Company) will be directed to the appropriate committee or to the Chairman of the Board or to any individual director specified in the communication, as applicable.

**EXECUTIVE SESSIONS**

The independent Directors meet in executive sessions without management or any of the non-independent directors present after every regularly scheduled meeting of the Board. The sessions are chaired by the Lead Director. Any director can request that an additional executive session be scheduled.

**STOCK OWNERSHIP GUIDELINES**

All directors and executive officers are required to own the Company's Common Stock to further align management's financial interests with stockholders' interests. The Company's stock ownership guidelines are:

Directors:	3 times annual cash retainer
CEO:	6 times base salary
President:	3 times base salary
Other Executive Officers:	1 times base salary

In addition, Named Executive Officers are required to hold until retirement at least 51% of any stock acquired upon the exercise of stock options (net of taxes and net of the grant price paid) and at least 51% of any stock received upon vesting

(net of taxes) of restricted stock or restricted stock units. If the 51% holding requirement for any stock obtained upon the exercise of stock options or the vesting of restricted stock or stock units is greater than the guidelines set forth above for the directors and Named Executive Officers, the higher holding requirements will apply and an executive may have holding requirements greater than the above guidelines.

The guidelines are to be met within five years of a director being elected or an officer being appointed to his or her position, and until met the director or officer should not sell any shares. Stock ownership guidelines for directors and senior officers can be found through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents.

Executive officers may not pledge or engage in hedging strategies or sell short or trade derivatives involving the Company's securities.

### DIRECTOR COMPENSATION

The Compensation Committee is responsible for reviewing the compensation of the directors and making recommendations for changes to the Board of Directors. Employees of the Company and its subsidiaries are not compensated for service as directors of the Company or its subsidiaries and are not included in the table below. The compensation received by Mr. Ng and Ms. Gouw as employees of the Company are shown in the Summary Compensation Table.

In 2012, non-employee directors received an annual retainer of \$40,000, distributable in cash or Common Stock and an annual stock award of \$50,000, with shares being grants of common stock. Additionally, in 2012, three non-employee directors elected to receive their annual cash retainer in the form of Common Stock. The committee chairs each received an additional annual cash retainer as follows: Audit \$12,500; Compensation \$10,000; Risk Oversight \$7,500; Nominating/Corporate Governance \$7,500. In January 2012, one non-employee director served as non-executive Chairman of the Board of the Company's subsidiary bank in China and received a retainer of \$10,417. As of February 2012, an employee director of the Company assumed this role for no compensation. Outside directors also received a meeting fee of \$1,500 for each Committee meeting attended.

The following table summarizes the compensation paid by the Company to non-employee directors for the fiscal year ended December 31, 2012:

**2012 Non-Employee Director Compensation Table**

<u>Name</u>	<b>Fees Earned Paid in Cash</b>	<b>Stock Awards</b>	<b>All Other Compensation</b>	<b>Total</b>
Iris S. Chan(1)	\$ 50,500	\$ 50,000	\$ -	\$ 100,500
Rudolph I. Estrada(1)(2)	53,500	50,000	60,000	163,500
Paul H. Irving(3)	16,500	90,000	-	106,500
Andrew S. Kane(1)	65,000	50,000	-	115,000
Tak-Chuen Clarence Kwan(3)	6,000	90,000	-	96,000
John Lee(3)	13,500	90,000	-	103,500
Herman Y. Li(1)	55,000	50,000	-	105,000
Jack C. Liu(1)	56,417	50,000	-	106,417

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Keith W. Renken(1)	66,000	50,000	-	116,000
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(1) These directors elected to receive their annual retainer in the form of a cash payment.

(2) The amount shown under All Other Compensation for Mr. Estrada represents consulting fees paid during the year to a company in which Mr. Estrada is the principal shareholder. The payment of this consulting fee will end this year in June 2013 prior to Mr. Estrada assuming the position of Lead Director in July.

(3) The values in the Stock Awards column represent the aggregate grant date fair values of the 2012 stock awards and the 2012 annual retainer received in Common Stock. All stock was granted on July 24, 2012, with a grant date price of \$21.79, the closing price of the shares on that date.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Contents**

<i>SECTION ONE</i>	<i>OVERVIEW AND EXECUTIVE SUMMARY</i>
<i>SECTION TWO</i>	<i>HOW WE ESTABLISH EXECUTIVE PAY</i>
<i>SECTION THREE</i>	<i>2012 COMPENSATION DECISIONS FOR NAMED EXECUTIVE OFFICERS</i>
<i>SECTION FOUR</i>	<i>2013 EXECUTIVE COMPENSATION DECISIONS</i>
<i>SECTION FIVE</i>	<i>2013 EXECUTIVE COMPENSATION GOVERNANCE</i>

### *SECTION ONE - OVERVIEW AND EXECUTIVE SUMMARY*

#### ***Overview***

The Company achieved a strong financial performance in 2012, realizing record net income and performing well on return on equity, return on assets and other key metrics compared to our peers. The Compensation Committee and the Company are committed to the pay for performance philosophy and this Compensation, Discussion and Analysis ( CD&A ) provides information on the strategies and policies developed to execute on this strategy as it pertains to total executive compensation. The strategies and policies of the Compensation Committee have been developed so that there is a direct correlation between executive compensation and the Company's overall performance and individual performance.

#### ***2012 Financial Performance***

East West Bancorp, Inc. achieved record net income and a strong financial performance in 2012 despite industry-wide economic challenges. In 2012, East West exceeded its financial goals and made strong progress towards achieving its organizational objectives. Further, East West outperformed its Peer Group and industry averages under several key performance indicators for financial institutions. Refer to *Section II How We Establish Executive Pay* for the list of banks in the Peer Group.

Among the significant highlights for 2012:

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- **Record Earnings** Third year of record earnings since the financial crisis. We increased net income each consecutive quarter of 2012. For the full year 2012, net income totaled a record \$281.7 million, a 15% or \$36.5 million increase from \$245.2 million in 2011.
- **Return on Equity** Our return on total common equity was 12.29%, an increase of 121 basis points from the prior year. This return was greater than the industry average of 8.92%<sup>1</sup> and greater than the average of our Peer Group of 9.36%.
- **Return on Assets** Our return on average assets was 1.29%, an increase of 15 basis points from the prior year. This return was greater than the industry average of 1.00%<sup>1</sup> and greater than the average of our Peer Group of 1.07%.
- **Credit Quality / Nonperforming Assets** Our ratio of Nonperforming Assets to Total Assets ended the year at 0.63%. This is substantially better than the industry average of 2.18%<sup>1</sup> and better than the average of our Peer Group of 1.06%.
- **Strong Loan Growth** Total loans not covered by our loss sharing agreements with the FDIC grew to a record \$12.1 billion, an increase of 15% or \$1.6 billion during the full year 2012. The growth in non-covered loans was fueled by strong growth in commercial and trade finance loans and single family loans.

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<sup>1</sup> Industry average based on FDIC's Quarterly Banking Profile for FDIC-Insured Commercial Banks for the related periods.



- **Record Deposit Growth** Total deposits grew to a record \$18.3 billion, a 5% or \$856.4 million increase during the full year 2012. Core deposits grew to a record \$12.2 billion, an increase of 18% or \$1.9 billion year to date.
- **Strong Capital Levels** Capital levels for the Company remain high. As of December 31, 2012, our Tier 1 risk-based capital and total risk-based ratios were 14.8% and 16.1%, respectively, over \$850 million greater than the well capitalized requirements of 6% and 10%, respectively.
- **Increased Dividends** - We increased our annual dividend rate from \$0.20 per share to \$0.40 per share in January 2012. Further, based on our strong financial performance in 2012, we increased our annual dividend rate from \$0.40 to \$0.60 in January 2013.
- **Shareholder Return** Our 2012 total shareholder return was 11% as compared to the KBW Index of 10% and compared to our Peer Group with average total shareholder return of 16%. Our 3 year-ended 2012 total shareholder return was 40% as compared to the KBW Index of 7% and compared to our Peer Group with average total shareholder return of 34% .
- **Net Interest Margin** Our 2012 net interest margin was 4.63%. This was greater than the industry average of 3.42%<sup>1</sup> and greater than the average of our Peer Group of 3.49%.

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<sup>1</sup> Industry average based on FDIC's Quarterly Banking Profile for FDIC-Insured Commercial Banks for the related periods.

This strong financial performance was recognized by being ranked in the top 10 of the 100 Best Banks in America by Forbes for 2010, 2011 and 2012.

Our organizational objectives for many years have focused on building a financial bridge between the United States and Greater China. This bridge consists of the specialized skills, expertise and infrastructure that enable customers to satisfy their business and financial needs within and across these two distinct markets. We are not aware of any other of the largest 50 United States banks that focus on this as their primary long-term business strategy. We are one of a few U.S. banks with banking branches in China. In 2012 we realized tangible value from these long term bridge banking efforts by again delivering strong financial results for our shareholders. Our market capitalization has increased from \$40 million since 1991 to \$3.1 billion at the end of 2012, an increase of 78 times. In 2012, we grew our domestic lending teams focused on industries with cross-border growth potential, including agriculture, aviation, clean tech, entertainment and media, high tech and real estate.

The compensation decisions described in this CD&A reflect the strong financial performance the Company achieved in 2012 and are consistent with the Company's philosophy to pay for performance.

*Objectives of the Company's Executive Compensation Program*

There are five primary objectives of the Company's executive compensation program. The following table describes each objective and how it is achieved.

Compensation Program Objective	How Objective is Achieved
Support the achievement of the Company's vision and business strategy	<ul style="list-style-type: none"> <li data-bbox="552 657 863 716">• Incentive program performance objectives are tied to both financial and strategic objectives.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 747 863 863">• The compensation programs provide an incentive for executives to meet and exceed Company goals.</li> </ul>
Pay for performance, which we believe will increase long-term stockholder value	<ul style="list-style-type: none"> <li data-bbox="552 894 863 953">• Compensation awards are based upon performance against Company financial and strategic goals, as well as business division goals.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1005 863 1100">• When goals are not achieved and when performance is below the threshold goals, there will be no bonus payouts and compensation awards will be below target levels.</li> </ul>
Attract and retain talented executives to succeed in today's competitive marketplace	<ul style="list-style-type: none"> <li data-bbox="552 1131 863 1190">• Executives are held accountable for results and rewarded with above target levels when Company and business division goals are exceeded.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1243 863 1281">• A significant portion of compensation is equity-based.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1291 863 1350">• The payments of certain long-term incentive awards are deferred through vesting and holding requirements.</li> </ul>
Align the interests of our executive officers and stockholders	<ul style="list-style-type: none"> <li data-bbox="552 1381 863 1440">• Long-term incentive compensation awards are equity-based.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1451 863 1509">• Stock ownership requirements are in place for all named executives.</li> </ul>
Avoid creating excessive risk	<ul style="list-style-type: none"> <li data-bbox="552 1562 863 1600">• Incentive awards are capped.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1610 863 1669">• Multiple performance metrics are used, including those that serve to reduce risk.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1680 863 1738">• The Executive Compensation Recovery Policy is applied to performance based bonus payments and to long-term performance based equity awards.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1791 863 1850">• The payments of certain long-term incentive equity awards are deferred through vesting and holding requirements.</li> </ul>
	<ul style="list-style-type: none"> <li data-bbox="552 1860 863 1919">• The Compensation Committee has the authority to exercise discretion to reduce bonus payments even if established goals are achieved, including instances in which executives engage in</li> </ul>

	excessive risk taking.
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***Pay for Performance***

The Company is committed to the compensation philosophy of paying for performance and the understanding that compensation programs serve to motivate and reward the achievement of financial and strategic goals of the Company, which management believes will increase long-term stockholder value. The compensation of the Named Executive Officers is predominantly variable and determined by the achievement of the Company's financial budget and performance goals. The metrics of earnings per share and non-performing asset ratios directly relate to our strong financial performance in 2012. In 2012, the Company performed very well with strong profitability and record net income of \$281.7 million. We ended 2012 ranked among the 30 largest public independent banks in the country by total assets and total market capitalization. Additionally, the Company made strong progress in both growing and diversifying its loan portfolio, growing core deposits and maintaining strong capital levels. Other achievements of 2012 are discussed earlier in this proxy in *2012 Financial Performance*.

*Primary Elements of Company's Executive Compensation Program*

The primary elements of the Company's executive compensation program are presented below in summary format and more fully explained in the sections that follow.

Total Rewards Element	Why We Provide It	How We Determine the Amount	What it is Intended to Reward
<p><b>Base Salary</b></p>	<p><b>To provide a competitive level of fixed income based on:</b></p> <ul style="list-style-type: none"> <li>• Impact on business</li> <li>• Relative importance of executive to organization versus other executives</li> <li>• Experience in the job</li> <li>• Individual performance</li> </ul>	<p>Survey group analysis and salary survey data is utilized to establish base salary levels</p> <p>Annual merit increases are awarded based on individual performance and marketplace competitiveness</p>	<p>Individual performance, level of experience and responsibility</p>
<p><b>Performance Based Bonus</b></p>	<p><b>To provide performance-based pay for annual performance</b></p> <ul style="list-style-type: none"> <li>• Company performance measures</li> <li>• Company strategic goals</li> <li>• Departmental and individual performance</li> </ul>	<p><b>Performance based:</b></p> <p>Potential awards are based on a calculated target</p> <p>Strategic goals are established by CEO to develop organizational capabilities to drive growth and stockholder value</p>	<p>Company performance and individual and departmental performance</p> <p>Development of critical company capabilities</p>
<p><b>Long-Term Incentives (Performance Restricted Stock Units)</b></p>	<p><b>To drive value creation for stockholders over the long-term</b></p> <ul style="list-style-type: none"> <li>• Provides at-risk performance pay opportunity for long-term performance</li> </ul>	<p><b>Performance based:</b></p> <p>Equity awards are granted based on a combination of the executive's performance and the total annual peer compensation and salary</p>	<p>Rewards overall company performance and creation of stockholder value</p>

	<ul style="list-style-type: none"> <li>Equity awards vest through achievement of company performance measures</li> <li>Aligns with shareholder interests</li> </ul>	survey data	
<b>Performance Based Retention Awards</b>	<p><b>To retain and provide performance based awards for executives</b></p> <ul style="list-style-type: none"> <li>Retaining executives that will continue to successfully implement the Company's strategic goals</li> <li>Maintaining the Company's competitive advantage</li> </ul>	<p><b>Performance based:</b></p> <p>Equity awards and cash payments are granted based on a combination of the executive's performance and the total annual peer compensation and salary survey data</p>	<p>Rewards overall company performance and creation of stockholder value and encourages executives to remain with the Company and continue high level of performance</p>

*Elements of Compensation: Base Salary*

Base salary is a fixed portion of compensation based on a combination of peer group salary data, salary survey data, an individual's skills, responsibilities, experience and importance to the Company. Actual salaries reflect an individual's responsibilities, his or her performance in his or her role over time and other factors, such as the Compensation Committee's (and the CEO's in the case of other Named Executive Officers) assessment of the individual NEO's performance. With the exception of Mr. Ng, all Named Executive Officers were given salary adjustments in 2012.

*Elements of Compensation: Performance-Based Bonus*

The Compensation Committee developed a cash incentive program (the Performance-Based Bonus Plan) that rewards executives for achieving critical Company goals. The Company believes that performance-based bonuses serve to motivate and reward executives for meeting or exceeding Company-wide financial and strategic goals, and departmental or individual goals. The 2012 Performance-Based Bonus Plan was structured to balance financial rewards and business risks by including multiple Company performance measures. Additionally, Named Executive Officers, excluding the CEO and the President, also had individual and departmental goals. The 2012 Performance-Based Bonus Plan also includes the Executive Recovery Policy, which provides a clawback of executive compensation if triggering events occur. The target award opportunity for each Named Executive Officer is expressed as a percentage of base pay.

Under the 2012 Performance-Based Bonus Plan, executives could earn formula-based incentive compensation calculated as follows:

- 75% weighting based on the achievement of corporate metrics
  - o 40% weighting on achieving target diluted earnings per share of \$1.74, before the impact of any stock repurchases. East West's actual 2012 diluted earnings per share was \$1.89 after the impact of stock repurchases and \$1.82 before the impact of stock repurchases. The target earnings per share goal was determined based on the Company's annual financial budget for 2012. The target earnings per share goal also coincides with the 2012 earnings guidance the Company provided to the public in January 2012 in its fourth quarter 2011 earnings release. For 2012, 200% of the diluted earnings per share component was achieved because the actual earnings per share before the impact of stock repurchases exceeded the target by \$0.08 per share or 5%. The goal set was challenging and the target earnings were set at a level that would require the Company to achieve record net income in 2012. The Company's 2012 net income was 15% higher than our record 2011 earnings.
  - o 20% weighting on achieving loan growth in commercial and industrial loans targets. The Company had commercial and industrial loan growth targets for 2012 set to ensure diversification in the loan portfolio, increased profitability and growth, and ultimately, reduced credit costs. For 2012, the Company exceeded the target loan growth in commercial and industrial loans and 200% of this component was achieved. This goal was challenging given the current economic and market environment.
  - o 20% weighting on achieving target return on average assets of 1.20%. For the full year 2012, the return on average assets was 1.29%. This was greater than the industry average of 1.00% and greater than the average of our Peer Group of 1.07%. For 2012, 200% of the return on average assets component was achieved because the actual ratio was 1.29%, 8% above the target.
  - o 20% weighting on achieving target efficiency ratio of 46%. For the full year 2012, the efficiency ratio was 42.3%. This was better than the industry average of 61.8% and better than the average of our Peer Group of 63.1%. For 2012, the Company exceeded the efficiency ratio target and 200% of this component was achieved.
- 25% weighting based on the achievement of strategic initiatives that Company management believes encompass the vision and direction of the Company, develop organizational capabilities and drive growth. Management believes that achievement of these strategic initiatives will increase both short-term and long-term profitability and ultimately, stockholder value. The determination with respect to the achievement of the strategic initiatives was made by the Compensation Committee in March 2013, after consultation with the CEO. For 2012, it was determined that the Company achieved 100% of the strategic initiatives component.

In 2012, the Company achieved 175% of the target corporate goals comprised of 200% achievement of corporate metrics and 100% achievement of strategic metrics. The performance-based bonus for the CEO and President were based solely on the achievement of the corporate goals listed above. For the Chief Financial Officer, Chief Risk Officer and General Counsel and the Chief Human Resources Officer, 50% of their performance-based bonus was based on the achievement of the corporate goals listed above and 50% was based on individual and departmental goals. For other executives participating in the 2012 Performance-Based Bonus Plan, 30% of their performance-based bonus was based on the achievement of the corporate goals listed above and 70% was based on individual and departmental goals. The payment of these bonuses is also subject to the Company satisfying the regulatory capital requirements administered by the federal banking agencies to be well-capitalized. In addition, the Compensation Committee reserved sole discretion to reduce bonus payments downward if it determined that any of the Bank's capital ratios are below levels that the Committee considered appropriate.

The payment of bonuses under the Company's 2012 Performance-Based Bonus Plan is adjusted both upwards for performance above the target goal, to a maximum level of 200% of target, and downwards for performance below the target goal. If less than 50% of the target goal is achieved for any component, there is no payment for that component for the NEOs and other executives.

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<sup>1</sup> Industry average based on FDIC's Quarterly Banking Profile for FDIC-Insured Commercial Banks for the related periods.

*Elements of Compensation: Long-Term Incentive Awards*

Long-term incentive ( LTI ) awards are compensation awards that provide a strong link between the return to our stockholders and the compensation of our executives. The Compensation Committee has determined it appropriate to award performance restricted stock units ( RSU ) in 2012. The Compensation Committee also included a deferral feature for certain awards so that the RSUs are subject to an additional one year vesting period after the end of the performance period. The Compensation Committee believes that this practice aligns our Company with the best practices for long-term incentive awards, reflecting the appropriate balance between financial reward and risk.

LTI awards are generally granted in the first half of March of each year which allows the Compensation Committee adequate time to evaluate prior year performance. The timing of the grants is generally after the filing of the annual report on Form 10-K of the Company and before the start of the Company's blackout period during which insiders may not engage in Company stock transactions. The Company's blackout periods generally start ten days before the end of each quarter. LTI awards are granted under the Company's 1998 Stock Incentive Plan as amended, the Company's omnibus stockholder-approved plan for equity awards to employees. The Company calculates the aggregate grant date fair value of awards at date of grant in accordance with the same standard it applies for financial accounting purposes. Consistent with the U.S. Securities and Exchange Commission regulations, the grant date fair value of 2012 LTI award equity grants for the Named Executive Officers is presented in the Summary Compensation Table and Grants of Plan-Based Awards table. Total outstanding unexercised or unvested LTI grants are shown in the Outstanding Equity Awards table.

Fifty-five percent of the value of the LTI awards granted in 2012 to the Named Executive Officers is comprised of performance restricted stock units with a two year performance period followed by an additional one year vesting period. The target performance criterion for these LTI awards is that the Company's average Return on Average Assets ( ROAA ) must equal or exceed the 50th percentile of the average ROAA of the Peer Group for the two-year period from January 1, 2012 through December 31, 2013. Additionally, the Named Executive Officers will receive 50% of the target award if average ROAA performance is at the 25th percentile. Further, the Named Executive Officers will not receive these LTI awards if average ROAA for 2012 and 2013 is below the 25th percentile. The amount of shares to be delivered is proportionately adjusted for performance between the 25th and 50th percentile. For these LTI awards, the performance period will not be completed until after the end of 2013.

Forty-five percent of the value of the LTI awards to the Named Executive Officers is comprised of performance restricted stock units with a three year vesting period. Additionally, these LTI awards were subject to a 2012 net income performance criteria of \$30 million in order to ensure tax deductibility under section 162(m) of the U.S. Internal Revenue Code.



For both of the LTI awards, dividend equivalents are paid only on earned shares after the vesting periods have ended.

LTI Vehicle	2012 Weighting	Vesting Terms & Other Conditions
<p>2-Year Performance Period 3-Year Vesting Restricted Stock Units</p>	<p>55%</p>	<p>The 2012 performance shares can be earned after a two-year performance period:</p> <ul style="list-style-type: none"> <li>• The Company's average ROAA performance for 2012 and 2013 must equal or exceed the 50th percentile of the average ROAA of the Peer Group with a ratable decreasing threshold of average ROAA performance until the 25th percentile and no grants if performance is below the 25th percentile.</li> <li>• With an additional one-year of time vesting (i.e., employee must be employed three years to vest in the award.)</li> </ul> <p>Dividend equivalents are paid only on earned shares after the three-year vesting period has ended.</p>
<p>3-Year Vesting Performance Restricted Stock Units</p>	<p>45%</p>	<p>Vesting is subject to the achievement of the EPS equivalent of \$30 million in net income during 2012.</p> <p>Dividend equivalents are paid only on earned shares after the three-year vesting period has ended.</p>

*Elements of Compensation: Performance-Based Retention Awards Granted in 2011*

Further, in addition to its usual annual review of officer compensation, the Compensation Committee met in July 2011 to review long-term succession and retention planning. At that time, the Compensation Committee determined that it would be appropriate to provide special retention awards to both the CEO and the President to encourage both to remain with the Company for the continued future.

The Compensation Committee recognized that it did not have in place a longer term retention program directed to the two individuals deemed most critical to the continued success of the Company. The Compensation Committee also recognized that the recent achievements of the Company of (i) increased prominence as becoming the bridge bank between the United States and Greater Asia, and the contributions of these two individuals (ii) having grown the Company from \$600 million to over \$22 billion in total assets and (iii) increasing the market capitalization of the Company over their tenure from \$40 million to \$3.0 billion at December 31, 2011. The Compensation Committee recognized the vital role these two individuals had in creating long-term value for our stockholders and that these contributions had not been appropriately recognized.

Additionally, the Compensation Committee recognized the importance of retaining these two critical individuals to ensure continued strong financial performance of the Company in the coming years.

These retention awards were given in the form of performance-based cash awards for both the CEO and the President and a performance-based restricted stock award for the CEO. For the CEO, performance-based cash awards are payable on February 1, 2012, October 31, 2015 and March 31, 2016 if certain performance targets are met. Additionally, the CEO was granted a performance-based restricted stock award which vested on July 26, 2012. The restricted stock that vested in 2012 and the cash award paid in 2012 were both subject to the Company achieving a deposit balance that was greater than the separate deposits of the Company and United Commercial Bank ( UCB ) as of the UCB acquisition date of November 6, 2009 and that was not less than 90% of the deposit balance on July 1, 2011. These targets were considered challenging and directly tied to performance of successful integration of two banks of similar sizes that resulted in concrete measurable synergies such as the maintained significant increase of the combined deposits. In addition to the deposit runoff that often occurs after any bank merger, the acquisition of a failed bank from the Federal Deposit Insurance Corporation presents additional challenges to growing deposits in that a substantial number of customers leave because of the customer uncertainties inherent with having to deal with a process they are not familiar with, questions about the applicability of

deposit insurance, the eventual need to obtain new checks and other banking supplies, and rumors from competitors that customers will not be protected. An additional challenge is that a failed bank will typically have a substantial amount of deposits that are higher cost than healthy banks would offer and that often leave after an acquisition when the customer cannot obtain the same high rates. The vesting and payment of these retention awards are also subject to the Company satisfying applicable regulatory requirements for well-capitalized banks. The retention awards payable in 2015 and 2016 are subject to the Company having diluted earnings per share of \$0.65 in 2012 and satisfying applicable regulatory requirements to be well-capitalized at the end of each fiscal year through the date of payment. For the President, performance-based cash awards are payable on October 31, 2015 and March 31, 2016 and are subject to the same performance criteria over these time periods as for the CEO.

*Elements of Compensation: Benefits Detailed Information*

Our Named Executive Officers receive the same customary benefits as all other employees, including medical, dental, life, disability, and a 401(k) plan which includes company matching contributions. The Named Executive Officers are eligible to participate in the same plans and to the same extent as most other salaried employees.

In addition, the Company sponsors a Supplemental Executive Retirement Plan (the SERP ) which provides supplemental retirement benefits to certain Named Executive Officers. The SERP is discussed in further detail under the heading Retirement Plans.

*Elements of Compensation: Perquisites Detailed Information*

In general, the Named Executive Officers do not have different or greater benefits than other employees with the exception of financial planning services for the CEO and the President, the use of a Company-owned car for the CEO, and an automobile allowance for the President. The Compensation Committee reviews the perquisites provided to the Named Executive Officers annually as part of their overall review of executive compensation. For 2012, the Compensation Committee determined that all perquisites are within an appropriate range of competitive compensation practices based on a review of competitive pay data provided by the outside compensation consultant.

Details about the Named Executive Officers perquisites, including the cost to the Company, are shown in the Summary Compensation Table under the All Other Compensation column and the accompanying narrative.

**SECTION TWO HOW WE ESTABLISH EXECUTIVE PAY**

***Responsibilities of the Compensation Committee***

As outlined in the Company's Corporate Governance Guidelines, the Compensation Committee is comprised entirely of independent directors and is responsible for developing and overseeing the Company's executive compensation policies and programs. The goal of the Compensation Committee is to maintain compensation that is competitive within the markets in which the Company competes for talent and that reflects the long-term interests of Company stockholders. The Compensation Committee is responsible for:

- Developing the overall compensation strategy and policies for the Company;
- Developing, evaluating and approving the goals and objectives of the compensation of the CEO;
- Evaluating and approving the individual compensation, including bonus and equity incentive compensation and perquisites of each of the Named Executive Officers;
- Approving the merit increases and incentive compensation of all officers of the Company;
- Establishing the guidelines for stock ownership for the executive management;
- Along with the Chief Risk Officer of East West Bancorp and East West Bank, reviewing the incentive compensation programs of the Company to evaluate and ensure that none of them encourage excessive risk;
- Retaining outside advisors, including the compensation consultant, to provide professional counsel;
- Retention of key executives while developing and maintaining a succession plan for management;
- Developing and maintaining a balanced compensation strategy of long term and short term incentives.
- Annually, approving the Compensation Committee Report on our Compensation Discussion and Analysis for inclusion in our annual proxy statement; and
- Providing reports to the Board on compensation matters.

Further, the Compensation Committee also provides recommendations to the Board with respect to compensation of directors. You can learn more about the Compensation Committee’s purpose, responsibilities, structure and other details by reading the Compensation Committee Charter which can be found in the Governance Documents section of the Company’s website at <http://www.eastwestbank.com>.

**Compensation Committee Resources in Setting Pay**

The Compensation Committee has several resources, analytical tools and performance measures it considers in determining compensation levels as shown in the chart below:

Compensation Committee Resource	Description
Compensation Committee Consultant	<p>The Compensation Committee has retained an independent compensation consultant, Frederic Cook and Co. ( Cook &amp; Co. ) that reports directly to the Compensation Committee. Cook &amp; Co. advises the Compensation Committee on trends and issues in executive compensation and provides comparative compensation information for companies with which the Company competes for talent.</p> <p>The Compensation Committee has the sole authority to retain and oversee the work of the consultants, who do not provide services to Company management.</p>
The Company’s Human Resources Department	<p>The Company’s Human Resources Department provides additional analysis, administrative support, and counsel as requested by the Compensation Committee.</p>
The Company’s Enterprise Risk Management Department	<p>The Company’s Enterprise Risk Management Department provides additional analysis, administrative support, and counsel as requested by the Compensation Committee.</p>
Say on Pay Proposal	<p>The Company provides its stockholders with the opportunity to cast an annual advisory vote on executive compensation (a <i>say-on-pay proposal</i> ). At the Company’s 2012 annual meeting of stockholders held on May 22nd, a substantial majority of the votes cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. The Compensation Committee believes this affirms stockholders’ support of the Company’s approach to executive compensation. The Compensation Committee will continue to consider the outcome of the Company’s say-on-pay votes when making future compensation decisions for the Named Executive Officers.</p>

**Role of Compensation Consultant**

The Compensation Committee retained Frederic W. Cook & Co. ( Cook & Co. ) as a consultant for 2012. Cook & Co. reports directly to the Compensation Committee and is independent of management and does not do any other work for the Company.

Cook & Co. informs the Compensation Committee on practices and trends in executive compensation among East West Bank's peer companies and the broader banking sector. It also provides advice and recommendations related to determining pay levels for the executive officers and designing the Company's compensation programs for executives.

Cook & Co. conducted a competitive review of compensation levels for the Named Executive Officers at the beginning of fiscal 2012. In its review, pay comparisons were made to a group of 16 direct peer companies ( Peer Group ) and to survey data for banks with total assets from \$15 billion to \$60 billion. Pay data for the Peer Group was from each peer company's annual proxy statement, and survey group data was obtained from the 2011 Towers Watson U.S. Financial Services Studies Executive Database.

The Peer Group was approved by the Compensation Committee prior to the preparation of the competitive review by Cook & Co. It is also periodically evaluated and updated to ensure the companies in the group remain relevant. The Peer Group consists of companies that are in the same industry as East West Bank, and that are broadly similar in size, as measured by total assets and market capitalization. At the time of the study for fiscal 2012, total assets for the group ranged from \$11 billion to \$56 billion, and market capitalization value ranged from \$1.4 billion to \$6.2 billion. The companies are as follows:

Associated Banc-Corp	Fulton Financial Corp	
BOK Financial Corp.	Huntington Bancshares Inc.	
Cathay General Bancorp	New York Community Bancorp	
City National Corp.	Peoples United Financial Inc.	
Commerce Bancshares Inc.	SVB Financial Group	
Cullen/Frost Bankers Inc.	Synovus Financial Corp	
First Citizens BancShares Inc.	Webster Financial Corp	
First Horizon National Corp.	Zions Bancorp	

***Factors and Steps in Setting Pay***

Compensation for the Named Executive Officers and certain other executive officers is generally evaluated and set annually by the Compensation Committee in the first half of March of each year based on the latest available competitive compensation data provided by Cook & Co., peer data, and Company business department and individual performance data. An individual executive's compensation is generally established after considering the following factors:

- The results of the most recent "Say on Pay" stockholder vote
- Competitive pay data at the 50th percentile, along with the 25th and 75th percentile levels for similar jobs and responsibilities in the market
- The Company's performance against financial measures including earnings per share
- The Company's performance relative to strategic initiatives approved by the Compensation Committee
- Business climate, economic conditions and other factors

The CEO makes recommendations to the Compensation Committee regarding compensation for all other NEOs and certain senior executives after reviewing their performance. Compensation data from the Company's Peer Group and survey data for similar jobs and job levels are considered for base pay adjustments. Achievement against performance goals and the executive's individual contribution toward Company objectives are considered in determining the annual performance-based bonus payout and long-term incentive awards. When making pay

recommendations to the Compensation Committee, the CEO uses discretion and takes into consideration, among other things, individual contributions and relative importance of certain executives compared to other executives. The Compensation Committee is responsible for approving compensation for the NEOs and certain other senior executives and has broad discretion when finalizing compensation types and amounts.

With respect to the CEO, the Compensation Committee annually reviews and approves the corporate goals and objectives relevant to the CEO's compensation, evaluates the CEO's performance against those objectives and approves the CEO's compensation level based on that evaluation. With the assistance of the compensation consultant, the Compensation Committee considers the Company's Peer Group and Peer data on base pay, performance-based bonus targets and LTI awards and uses broad discretion when setting compensation types and amounts for the CEO. The CEO does not participate in any deliberations regarding his own compensation. The Compensation Committee is responsible for approving the CEO and the other senior executive's annual compensation and informing the Board of Directors of its actions.

*SECTION THREE 2012 COMPENSATION DECISIONS FOR NAMED EXECUTIVE OFFICERS*

The following contributions and achievements were taken into consideration by the Compensation Committee in making the 2012 compensation decisions. The 2012 performance-based bonus awards were based on 2012 financial performance and paid to the Named Executive Officers in March 2013.

**Dominic Ng**

Mr. Ng serves as Chairman of the Board and Chief Executive Officer of East West Bancorp and East West Bank. Mr. Ng's leadership has been instrumental in the success of the Company and the value created for our shareholders since he joined the Company as Chief Executive Officer over 20 years ago.

Mr. Ng has charted and driven the execution of our long-term organizational objectives which for many years have focused on building a financial bridge between the United States and Greater China as discussed in the 2012 Financial Performance under Section One Overview and Executive Summary. We are not aware of any other of the largest 50 United States banks that focus on this as their primary long-term business strategy. We are one of the few United States companies with banking branches in China. In 2012, we grew our domestic lending teams focused on industries with cross-border growth potential, including agriculture, aviation, clean tech, entertainment and media, high tech and real estate.



In addition, Mr. Ng's leadership was crucial in navigating the Company through the financial crisis and then leading the Company in the 2009 acquisition of UCB from the Federal Deposit Insurance Corporation. The acquisition of UCB was a transformational acquisition for East West, as UCB was one of the Company's largest competitors focused on the Chinese-American market and nearly doubled the size of the Company. Subsequent to the acquisition of UCB, Mr. Ng led the successful integration of UCB, the largest and most complex acquisition in the history of the Company.

The Company has been one of the financial institutions to emerge from the financial crisis stronger, more profitable and better positioned to pursue future growth opportunities. Since Mr. Ng joined the company in 1991, the market capitalization of the Company has increased from \$40 million to \$3.1 billion as of December 31, 2012, an increase of 78 times.

In 2012 we realized tangible value from these long-term bridge banking efforts by again delivering strong financial results for our shareholders despite industry-wide economic challenges. Under Mr. Ng's leadership, in 2012 we achieved record earnings, increasing earnings 15% from 2011, which was also a record year of earnings. We increased the annual dividend rate from \$0.20 to \$0.40 in January 2012 and to \$0.60 in January 2013. We outperformed our Peer Group and industry averages in 2012 in several key financial industry metrics. Our return on total common equity in 2012 was 12.29%, greater than the industry average of 8.92% and greater than our Peer Group average of 9.36%. We continue to focus on credit quality; our ratio of nonperforming assets to total assets ended the year at 0.63%, which is substantially below the industry average 2.18% and below the average of our Peer Group of 1.06%. Our return on average assets was 1.29%. This was greater than the industry average of 1.00% and greater than the average of our Peer Group of 1.07%.

The financial performance of the Company under Mr. Ng's leadership was recognized by East West being ranked in the top 10 of the 100 Best Banks in America by Forbes in 2010, 2011 and 2012. Mr. Ng's contribution to the local business community has also been widely recognized.

The 2012 compensation decisions of the Compensation Committee below reflect the long-term vision and leadership Mr. Ng has provided and the strong financial performance the Company achieved in 2012.

#### *2012 Compensation*

Mr. Ng's total direct compensation for 2012 was \$8,125,000. Mr. Ng received base salary in 2012 of \$1,000,000. Mr. Ng also received a performance-based award of \$2,500,000 in February 2012 which was granted in July 2011. The Compensation Committee did not view this award as being attributable to 2011 performance or part of his on-going annual compensation but rather as a performance-based retention award. This award is discussed in greater detail in the *Retention Award* section below. Mr. Ng received a performance-based bonus award of \$2,625,000 in March 2013 related to the 2012 fiscal year. Mr. Ng's performance-based bonus award was 175% of his target bonus and was determined based on achieving the corporate goals under the formula-based Performance-Based Bonus Plan described above. Mr. Ng's target bonus for 2012 was 150% of his base salary. As described in more detail earlier in this Proxy, the 2012 performance goals were challenging and the target bonus would only be achieved if the Company achieved record earnings and met loan diversification, ROAA and efficiency ratio goals.

In the first quarter of 2012, Mr. Ng received a performance-based LTI equity award of \$2,000,000. 55% of the performance-based LTI equity award is, as described in more detail earlier in this Proxy, subject to challenging performance metrics in order to vest. The performance metrics provide for a 2-year performance period that set an average ROAA goal over that same period of the 50th percentile of the Peer Group's average ROAA. The performance period of this equity award will not be completed until the end of 2013. The remaining 45% of the LTI equity award

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was subject to criteria that have been met and that comply with the IRS Section 162(m) requirements for compensation to be tax deductible. All the long-term incentive equity grants are subject to a 3-year vesting schedule.

The Compensation Committee believes that Mr. Ng's compensation attributable to 2012 performance was appropriate and merited by the performance of the Company. The majority of the compensation was awarded (in the case of the cash bonus) or will be awarded (in the case of the vesting of LTI) only upon the achievement of challenging earnings and performance goals.

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<sup>1</sup> Industry average based on FDIC's Quarterly Banking Profile for FDIC-Insured Commercial Banks for the related periods.

*Retention Award*

As discussed above earlier in this Proxy, in July 2011, the Compensation Committee granted Mr. Ng special retention awards to provide him with longer term incentives to remain with the Company for the continued future. In doing so the Compensation Committee recognized the contributions Mr. Ng has made over his twenty year tenure as CEO of the Company and that his leadership is critical to the future success of the Company. The Compensation Committee noted that, as a result of Mr. Ng's SERP no longer continuing in place, it was important to have long-term retention incentives in place for the CEO, the Company's most critical executive, in addition to those provided by the annual long-term incentive award.

In considering a special retention award, the Compensation Committee also noted that in 2008, despite having achieved a good financial performance in 2007, in light of the concerns of the financial crisis and the impact it may have on future earnings of the Company, Mr. Ng recommended to the Compensation Committee that he not receive a bonus for the 2007 fiscal year and also not receive any pay raise or any grants of stock. The Compensation Committee noted that in our Peer Group and for many other financial institutions, many CEOs continued to receive cash bonuses and stock grants in the first quarter of 2008 during the financial crisis. Similarly, Mr. Ng recommended to the Compensation Committee that he not receive any pay raise or stock awards in 2009. Through the leadership of Mr. Ng, the Company was weathering the financial crisis in 2009 by raising capital, acquiring UCB and reducing nonperforming assets to below industry average levels. Although these and other longer term actions led to the transformation of East West Bank, nearly doubling in size in November 2009, Mr. Ng discussed with the Compensation Committee that it would be appropriate to compensate him only after good results were obtained and not for setting in motion strategies to obtain those results.

Based on these factors, in 2011, the Compensation Committee approved special performance-based cash awards for Mr. Ng of three \$2,500,000 payments, payable February 1, 2012, October 31, 2015 and March 31, 2016, if certain performance targets are met. The Compensation Committee also awarded a special performance-based restricted stock grant of \$2,500,000 which vested on July 26, 2012. The restricted stock that vested in 2012 and the cash award received in 2012 were both subject to the Company achieving a deposit balance that was greater than the separate deposits of the Company and UCB as of the UCB acquisition date of November 6, 2009 and that was not less than 90% of the deposit balance on July 1, 2011. The Compensation Committee viewed this as an appropriate and challenging target because it was reflective of the success of building upon and achieving synergies from the UCB acquisition. These targets were considered challenging and directly tied to performance of a successful integration of two banks of similar sizes that resulted in concrete measurable synergies such as the maintained significant increase of the combined deposits. In addition to the deposit runoff that often occurs after any bank merger, the acquisition of a failed bank from the Federal Deposit Insurance Corporation presents additional challenges to growing deposits in that a substantial number of customers leave because of the customer uncertainties inherent with having to deal with a process with which they are not familiar, questions about the applicability of deposit insurance, the eventual need to obtain new checks and other banking supplies, and rumors from competitors that customers will not be protected. An additional challenge is that a failed bank will typically have a substantial amount of deposits that are higher cost than healthy banks would offer and that often leave after an acquisition when the customer cannot obtain the same high rates. The vesting and payments are also subject to the Company satisfying applicable regulatory requirements for well-capitalized banks. The retention awards payable in 2015 and 2016 are subject to the Company having diluted earnings per share of \$0.65 in 2012 and satisfying applicable regulatory requirements for well-capitalized banks at the end of each fiscal year though the date of payment. \$2,500,000 of this award is reflected in the Compensation Tables for 2011 although the Compensation Committee does not view this as being primarily attributable to 2011 performance or as part of his regular on-going annual compensation.

In comparison, Mr. Ng received base salary of \$941,667 in 2011. Mr. Ng also received salary stock of \$2,200,000 in March 2011. Additionally, in 2011, Mr. Ng received performance based bonus and LTI equity awards of \$2,580,000 and \$1,500,000, respectively.

**Julia S. Gouw**

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Ms. Gouw serves as President and Chief Operating Officer of East West Bancorp and East West Bank. Ms. Gouw has provided strong leadership since she joined the Company in 1989 and has served in various leadership positions in the past including Chief Financial Officer and Chief Risk Officer. Ms. Gouw's strong leadership before, during and after the financial crisis and her contributions in executing the integration of UCB greatly contributed to the stronger, more profitable organization the Company is today. The Compensation Committee recognized Ms. Gouw's contribution to the strong financial performance of the Company in 2012 in awarding the 2012 compensation decisions below.

Ms. Gouw received base salary in 2012 of \$563,750. During the year, her salary was increased from \$550,000 to \$566,500 effective March 1, 2012. Ms. Gouw also received a performance-based bonus award of \$991,375 in March 2013 related to the 2012 fiscal year for total cash compensation of \$1,555,125 related to the 2012 fiscal year. Ms. Gouw also

received performance-based LTI equity awards of \$600,000 in 2012 resulting in total direct compensation of \$2,155,125 for 2012.

Ms. Gouw's performance-based bonus award was 175% of her target bonus and was determined based on achieving the corporate goals under the formula-based Performance-Based Bonus Plan described above. Ms. Gouw's target bonus for 2012 was 100% of her base salary. Ms. Gouw's performance-based LTI equity award of \$600,000 is subject to performance and vesting criteria. The performance criterion of 45% of the performance-based LTI equity award has been met. The remaining 55% of the performance-based LTI equity award is subject to a 2-year performance period which will not be completed until after the end of 2013. All performance-based long-term incentive equity grants are subject to a 3-year vesting schedule.

As part of the review of long-term succession planning and retention planning discussed above with reference to Mr. Ng, and based on the same concern over providing a substantial long-term retention incentive, the Compensation Committee, in 2011, approved special performance-based cash awards for Ms. Gouw of two \$1,250,000 payments, payable October 31, 2015 and March 31, 2016. These performance-based compensation awards are contingent on the Company meeting the same performance criteria over these time periods as for Mr. Ng.

In comparison, Ms. Gouw received base salary of \$541,667 in 2011. Ms. Gouw also received performance based bonus and LTI equity awards of \$946,000 and \$500,000, respectively, in 2011.

#### **Douglas P. Krause**

Mr. Krause serves as Executive Vice President, Chief Risk Officer, General Counsel and Corporate Secretary of East West Bancorp and East West Bank. Mr. Krause joined the Company in 1996 and since that time has played a key role in the success of the Company through his role in leading the Company's legal, compliance, security and governance functions and for overseeing and coordinating the enterprise risk management function of the Company. The Compensation Committee recognized Mr. Krause's contribution to the strong financial performance of the Company in 2012 in awarding the 2012 compensation decisions below.

Mr. Krause received base salary in 2012 of \$337,500. During the year, his salary was increased from \$325,000 to \$340,000 effective March 1, 2012. Mr. Krause also received a performance-based bonus award of \$331,500 in March 2013 related to the 2012 fiscal year for total cash compensation of \$669,000 related to the 2012 fiscal year. Mr. Krause also received performance-based LTI equity awards of \$175,000 in 2012 resulting in total direct compensation of \$844,000 for 2012.

Mr. Krause's performance-based bonus award was 163% of his target bonus. 50% of his performance-based bonus award was based on achieving the corporate goals under the formula-based Performance-Based Bonus Plan described above and 50% was based on achieving individual and departmental goals. The Company achieved 175% of the corporate goals and Mr. Krause achieved 150% of his individual and departmental goals, resulting in the payout of 163% of his target bonus. Mr. Krause's target bonus for 2012 was 60% of his base salary. Mr. Krause's performance-based LTI equity award of \$175,000 is subject to performance and vesting criteria. The performance criterion of 45% of the performance-based LTI equity award has been met. The remaining 55% of the performance-based LTI equity award is subject to a 2-year performance period which will not be completed until after the end of 2013. All performance-based long-term incentive equity grants are subject to a 3-year vesting schedule.

In comparison, Mr. Krause received base salary of \$320,833 in 2011. Mr. Krause also received performance based bonus and LTI equity awards of \$289,575 and \$151,000, respectively, in 2011.

**Irene H. Oh**

Ms. Oh serves as Executive Vice President and Chief Financial Officer of East West Bancorp and East West Bank. Ms. Oh is responsible for leading the Company's finance, treasury, accounting, secondary marketing, investor relations, and corporate communications functions. The Compensation Committee recognized Ms. Oh's contribution to the strong financial performance of the Company in 2012 in awarding the 2012 compensation decisions below.

Ms. Oh received base salary in 2012 of \$325,000. During the year, her salary was increased from \$300,000 to \$330,000 effective March 1, 2012. Ms. Oh also received a performance-based bonus award of \$321,750 in March 2013 related to the 2012 fiscal year for total cash compensation of \$646,750 related to the 2012 fiscal year. Ms. Oh also received performance-based LTI equity awards of \$200,000 in 2012 resulting in total direct compensation of \$846,750 for 2012.

Ms. Oh's performance-based bonus award was 163% of her target bonus. 50% of her performance-based bonus

award was based on achieving the corporate goals under the formula-based Performance-Based Bonus Plan described above and 50% was based on achieving individual and departmental goals. The Company achieved 175% of the corporate goals and Ms. Oh achieved 150% of her individual and departmental goals, resulting in the payout of 163% of her target bonus. Ms. Oh's target bonus for 2012 was 60% of her base salary. Ms. Oh's performance-based LTI equity award of \$200,000 is subject to performance and vesting criteria. The performance criterion of 45% of the performance-based LTI equity award has been met. The remaining 55% of the performance-based LTI equity award is subject to a 2-year performance period which will not be completed until after the end of 2013. All performance-based long-term incentive equity grants are subject to a 3-year vesting schedule.

In comparison, Ms. Oh received base salary of \$291,667 in 2011. Ms. Oh also received performance based bonus and LTI equity awards of \$289,800 and \$151,000, respectively, in 2011.

### **James T. Schuler**

Mr. Schuler serves as Executive Vice President and Chief Human Resources Officer of East West Bank. Since Mr. Schuler joined East West Bank in 2010, his leadership has been critical in ensuring that the management and development of our most valuable asset, our employees, is strengthened. Mr. Schuler is responsible for ensuring effective recruitment, overseeing our staffing programs, and ensuring appropriate succession planning. The Compensation Committee recognized Mr. Schuler's contribution to the strong financial performance of the Company in 2012 in awarding the 2012 compensation decisions below.

Mr. Schuler received base salary in 2012 of \$297,500. During the year, his salary was increased from \$285,000 to \$300,000 effective March 1, 2012. Mr. Schuler also received a performance-based bonus award of \$262,500 in March 2013 related to the 2012 fiscal year for total cash compensation of \$560,000 related to the 2012 fiscal year. Mr. Schuler also received performance-based LTI equity awards of \$210,000 in 2012 resulting in total direct compensation of \$770,000 for 2012.

Mr. Schuler's performance-based bonus award was 175% of his target bonus. 50% of his performance-based bonus award was based on achieving the corporate goals under the formula-based Performance-Based Bonus Plan described above and 50% was based on achieving individual and departmental goals. The Company achieved 175% of the corporate goals and Mr. Schuler achieved 175% of his individual and departmental goals, resulting in the payout of 175% of his target bonus. Mr. Schuler's target bonus for 2012 was 50% of his base salary. Mr. Schuler's performance-based LTI equity award of \$210,000 is subject to performance and vesting criteria. The performance criterion of 45% of the performance-based LTI equity award has been met. The remaining 55% of the performance-based LTI equity award is subject to a 2-year performance period which will not be completed until after the end of 2013. All performance-based long-term incentive equity grants are subject to a 3-year vesting schedule.

In comparison, Mr. Schuler received base salary of \$283,333 in 2011. Mr. Schuler also received performance based bonus and LTI equity awards of \$215,000 and \$151,000, respectively, in 2011.

### *SECTION FOUR 2013 EXECUTIVE COMPENSATION DECISIONS*

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The Compensation Committee met in March 2013 and made decisions with respect to the executive compensation program for 2013 with respect to the Named Executive Officers. These compensation decisions, which will be described in more detail in next year's CD&A were the following:

- The following salary decisions were made: Mr. Ng's salary remained unchanged and salaries for the other Named Executive Officers were adjusted to the following amounts: Ms. Gouw--\$583,500; Mr. Krause--\$360,000; Ms. Oh--\$375,000; and Mr. Schuler--\$312,000.
- The general structure, including target percentages under the Performance-Based Bonus Plan remained unchanged. Some adjustments were made, however, to the financial components of the plan in order to focus on key financial measures for 2013. The financial metrics for 2013 are: Earnings per share (EPS) (40% weight), loan growth (25% weight), return on average equity (ROAE) (20% weight), and NPA to total assets (15% weight).
- 45% of the long-term incentive continued to be awarded in restricted stock units with a three-year vesting period, and a threshold performance goal based on EPS. The performance metric with respect to the other 55% of the 2013 long-term incentive awards was modified to include the Efficiency Ratio as well as relative ROAA



compared to the Peer Group. The Compensation Committee considers ROAA and the Efficiency Ratio key measures of overall performance and shareholder value.

o In order to earn the full restricted stock award, the Company's Efficiency Ratio and relative ROAA performance must equal or exceed the 60th percentile of the Peer Group over each year of the three-year period from January 1, 2013 through December 31, 2015. Efficiency Ratio and ROAA performance at the 30th percentile results in 50% of the award being payable and the amount of the award is proportionately reduced for performance between the 30th and 60th percentile. No award is payable for performance below the 30th percentile.

o Long-term incentive awards were in the following amounts: Mr. Ng--\$2,250,000; Ms. Gouw--\$600,000; Mr. Krause--\$200,000; Ms. Oh--\$225,000; and Mr. Schuler--\$210,000.

LTI Vehicle	2013 Weighting	Vesting Terms & Other Conditions
3-Year Performance Period 3-Year Vesting Restricted Stock Units	55%	<p>The 2013 performance shares can be earned after a three-year performance period based on an equal weighting of two goals:</p> <ul style="list-style-type: none"> <li>The Company's ROAA and the Efficiency Ratio performance for each of the years 2013, 2014 and 2015 must equal or exceed the 60th percentile of the Peer Group with a ratable decreasing threshold of ROAA and Efficiency Ratio performance until the 30th percentile and no grants if performance is below the 30th percentile.</li> </ul> <p>Dividend equivalents are paid only on earned shares after the three-year vesting period has ended.</p>
3-Year Vesting Performance Restricted Stock Units	45%	<p>Vesting is subject to the achievement of the EPS equivalent of \$30 million in net income during 2013.</p> <p>Dividend equivalents are paid only on earned shares after the three-year vesting period has ended.</p>

*SECTION FIVE 2013 EXECUTIVE COMPENSATION GOVERNANCE*

In addition to adhering to the processes described in the preceding sections, the Compensation Committee has adopted several policies related to executive compensation as detailed below. These policies were adopted to enhance and maintain strong corporate governance for the Company. The adoption of these policies further aligns executive compensation to performance and what the Company believes is in the best interest of the stockholders.

*Stock Ownership Guidelines*

The Company has stock ownership guidelines in place for its Named Executive Officers and other senior executives which are reviewed periodically to ensure a strong alignment between management and shareholders. Specific stock ownership requirements vary by job level and are determined by applying a multiple between one and six to base salary. The CEO is required to own stock with a value of six times base salary, the President is required to own stock with a value of three times base salary and the other Named Executive Officers are required to own stock with a value of one times base salary. In addition, executive officers are required to hold until retirement at least 51% of any stock acquired upon the exercise of stock options (net of taxes and net of the grant price paid) and at least 51% of any stock received upon vesting (net of taxes) of restricted stock or restricted stock units. If the 51% holding requirement for any stock obtained upon the exercise of stock options or the vesting of restricted stock or stock units is greater than the guidelines set forth above for the Named Executives Officers, the higher holding requirements will apply and an executive may have holding requirements greater than the above guidelines.

The executives are given five years to achieve the ownership guideline for their job level following promotion to that level. For purposes of these guidelines, stock ownership includes Company common stock beneficially owned

(including stock owned by immediate family members), restricted shares, performance shares vested but not yet delivered, and stock held beneficially through the Company's 401(k) Plan.

#### ***Change-in-Control and Severance Arrangements***

East West Bank, the Company's principal subsidiary, has entered into employment agreements with Mr. Ng, Chairman and CEO, Mr. Krause, Executive Vice President, Chief Risk Officer and General Counsel, and Mr. Schuler, Executive Vice President and Chief Human Resource Officer, which include severance arrangements. This is intended to ensure that the Bank will be able to maintain a stable and competent management base. The Compensation Committee adopted what it believes were market competitive arrangements at the time the contracts were entered into. The contracts of Mr. Ng and Mr. Krause were entered into in 1997 and 1998, respectively, and provide for a severance payment equal to three times the executive's base salary and bonus for a job loss in certain circumstances. The contracts were subsequently amended at the suggestion of the executives to remove tax gross up rights and provisions for the acceleration of the vesting of incentive stock grants that were market competitive when the contracts were entered into but are no longer so; these amendments were done without compensation or other consideration to the executives. Mr. Schuler's employment agreement was entered into in 2011 and provides for a severance payment equal to one year of the executive's base salary for a job loss in certain circumstances. The employment agreements of all three executives were reapproved by the Board of Directors and amended on March 7, 2013 to provide for a termination date of March 7, 2016, for Mr. Ng and Mr. Krause, and a termination date of March 6, 2014 for Mr. Schuler, unless extended by mutual agreement.

#### ***Executive Compensation Recovery Policy***

The Company has adopted an Executive Compensation Recovery Policy for Named Executive Officers approved by the Compensation Committee. Under this policy, all annual performance-based bonus payments and annual long-term incentive awards will be subject to clawback in the event of a restatement of the financial statements on which the performance bonus payments are based. The officer will be required to repay the Company the amount of any incentive payment or incentive award received in excess of what would have been paid based on the restated numbers. The clawback will be required without regard to the reason for the restatement.

#### ***Say on Pay/Response to 2012 Vote***

The Board of Directors submits to our stockholders to vote to approve, on a non-binding basis, the compensation of our Named Executive Officers on an annual basis. At the 2012 Annual Meeting of Stockholders, a substantial majority of the votes cast approved the Say on Pay resolution. The Compensation Committee considered this vote in making compensation decisions and setting the compensation policies described in the Proxy Statement.

#### ***Tax Deductibility of Executive Compensation***

Section 162(m) of the U.S. Internal Revenue Code generally limits the tax deductibility of compensation paid by a public company to its CEO and certain other highly compensated executive officers to \$1 million in the year the compensation becomes taxable to the executive. There is an exception to the limit on deductibility for performance-based compensation meeting certain requirements. Although the Company does consider the impact of this rule when making compensation decisions, the Company policy does not require all executive compensation to be

tax-deductible. In the interest of flexibility and overall benefit for the Company's stockholders, the Compensation Committee will continue to facilitate the awarding of responsible but adequate executive compensation while taking advantage of Section 162(m) whenever feasible.

***Trading Restrictions; Pledging Stock***

As set forth in the Company's Insider Trading Policy, it is against Company policy for all employees, including its executive officers, to engage in speculative transactions in Company securities, which include but are not limited to trades in puts or calls in Company securities or selling Company securities short. It is also against Company policy for Named Executive Officers to pledge their shares in the Company.

***Compensation Program Risk Analysis***

The Compensation Committee reviewed the Company's compensation policies and practices for our Named Executive Officers, as well as the incentive plans for other employees and determined that our incentive compensation programs are not reasonably likely to have a material adverse effect on the Company. To conduct this review, the Company completed an inventory of its incentive compensation plans and policies. This evaluation covered a wide range of practices and policies including: the balanced mix between pay elements, short and long-term programs, caps on incentive payouts,

governance controls in place to establish, review and approve goals, use of multiple performance measures, Committee discretion on individual awards, use of stock ownership guidelines, use and provisions in severance/change of control policies, use of the Executive Compensation Recovery Policy and Committee oversight of compensation programs.

As described in the report below, the Compensation Committee also evaluated, along with the Company's Chief Risk Officer, Mr. Douglas P. Krause, the conformity of the criteria and targets with the risk profile of the Company and whether the proposed goals or the structure of the awards might have the inadvertent effect of encouraging excessive risk or other undesirable behavior.

**REPORT BY THE COMPENSATION COMMITTEE**

*The following Compensation Committee Report should not be deemed filed or incorporated by reference into any other document, including East West Bancorp's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report into any such filing by reference.*

East West Bancorp's Compensation Committee has certain duties and powers as described in its charter. The Compensation Committee is currently composed of three non-employee Directors named at the end of this report each of whom is independent as defined by the NASDAQ listing standards.

The Compensation Committee has reviewed and discussed with management the disclosures contained in the Compensation Discussion and Analysis. Based upon this review and our discussions, the East West Bancorp Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis section be included in this 2013 Proxy Statement and be included by reference in its Annual Report on Form 10-K for the year ended December 31, 2012.

*Review of our Compensation Program with our Senior Risk Officers*

The Compensation Committee reviewed with the Chief Risk Officer of the Company and also with the Chief Human Resources Officer of the Company our incentive compensation arrangements to ensure that such arrangements did not encourage our senior executive officers or any others to take unnecessary and excessive risks that threaten the value of the Company. In this regard, the Committee notes that:

- the Company does not offer significant short-term incentives that might drive high-risk investments at the expense of long-term Company value;
- the Company's compensation programs are weighted toward offering long-term incentives that reward sustainable performance, especially when considering the Company's executive share ownership and holding requirements;
- the Company's compensation awards are capped at reasonable and sustainable levels, as determined by a review of the Company's economic position and prospects;
- the Company, through the monitoring of its Audit Committee and its Risk Oversight Committee, has robust compliance, internal control, and disclosure review and reporting programs, including regular review of both underwriting standards and the Company's major banking relationships; and

- the Company's Chief Risk Officer regularly oversees the compliance with the requirements of the risk oversight policies and programs.

The Compensation Committee has (i) reviewed with the Company's senior risk officers the incentive compensation arrangements of our senior executive officers and made reasonable efforts to ensure that such incentive compensation arrangements did not encourage the senior executive officers to take unnecessary and excessive risks that threatened the value of the Company; (ii) reviewed with the senior risk officers the employee compensation plans and all reasonable efforts to limit any unnecessary risks these plans pose to the Company; and (iii) reviewed the employee compensation plans to eliminate any features of these plans that would encourage the manipulation of reported earnings of the Company to enhance the compensation of any employee.

The 2013 COMPENSATION COMMITTEE

Andrew S. Kane, Chairman  
Iris S. Chan  
Paul H. Irving

## COMPENSATION OF EXECUTIVE OFFICERS

It is expected that until the executive officers of the Company begin to devote significant time to the separate management of the Company and the Bank, which is not expected to occur until such time as the Company becomes actively involved in additional businesses, the executive officers will only receive compensation for services as executive officers and employees of the Bank, and no separate compensation will be paid for their services to the Company.

The following table sets forth the name and compensation of the Named Executive Officers for the fiscal years ended December 31, 2012, 2011 and 2010:

## Summary Compensation Table

Name and Principal Position (a)	Year (b)	Change in Pension Value and Nonqualified Non-Equity Deferred							Total (j)
		Salary (c)	Bonus (d)	Stock Awards (e)	Option Awards (f)	Incentive Plan Compensation (g)	Compensation Earnings (h)	All Other Compensation (i)	
Dominic Ng Chairman and Chief Executive Officer	2012	\$ 1,000,000	\$ -	\$ 2,000,000	\$ -	\$ 5,125,000(13)	\$ -	\$ 97,830	\$ 8,222,830
	2011	3,141,667(1)	-	4,001,915	-	2,580,000	842,016	94,606	10,660,204
	2010	3,083,333(1)	-	3,286	-	-	1,903,876	75,112	5,065,607
Julia S. Gouw President and Chief Operating Officer	2012	\$ 563,750	\$ -	\$ 600,000	\$ -	\$ 991,375	\$ -	\$ 47,083	\$ 2,202,208
	2011	1,441,667(2)	-	501,915	-	946,000	-	32,783	2,922,365
	2010	500,000	-	250,005	-	-	-	465	750,470
Douglas P. Krause Executive Vice President, Chief Risk Officer, General Counsel and Corporate Secretary	2012	\$ 337,500	\$ -	\$ 175,000	\$ -	\$ 331,500	\$ 203,507	\$ 38,538	\$ 1,086,045
	2011	590,833(3)	-	152,915	-	289,575	163,483	11,596	1,208,402
	2010	296,302	-	138,283	-	-	145,965	6,264	586,814
Irene H. Oh (11) Executive Vice President and Chief Financial Officer	2012	\$ 325,000	\$ -	\$ 200,000	\$ -	\$ 321,750	\$ -	\$ 14,183	\$ 860,933
	2011	516,667(4)	-	152,915	-	289,800	-	21,759	981,140
	2010	250,072	-	124,994	-	-	-	3,416	378,482
James T. Schuler (12) Executive Vice President and Chief Human Resources Officer	2012	\$ 297,500	\$ -	\$ 210,000	\$ -	\$ 262,500	\$ -	\$ 13,035	\$ 783,035
	2011	383,333(5)	-	152,915	-	215,000	-	7,957	759,206
	2010	166,763	-	141,038	-	-	-	4,315	312,116



(1) In 2011, Mr. Ng received actual cash base salary of \$941,667 and \$2,200,000 of salary stock, which was issued net of tax for a value of \$1,200,000. In 2010, Mr. Ng received actual cash base salary of \$883,333 and \$2,200,000 of salary stock, which was issued net of tax for a value of \$1,200,000. Salary stock is no longer used as a form of compensation.

(2) In 2011, Ms. Gouw received actual cash base salary of \$541,667 and \$900,000 in salary stock, which was issued net of tax for a value of \$570,000. Salary stock is no longer used as a form of compensation.

(3) In 2011, Mr. Krause received actual cash base salary of \$320,833 and \$270,000 in salary stock, which was issued net of tax for a value of \$171,000. Salary stock is no longer used as a form of compensation.

(4) In 2011, Ms. Oh received actual cash base salary of \$291,667 and \$225,000 in salary stock, which was issued net of tax for a value of \$141,000. Salary stock is no longer used as a form of compensation.

(5) In 2011, Mr. Schuler received actual cash base salary of \$283,333 and \$100,000 in salary stock, which was issued net of tax for a value of \$62,000. Salary stock is no longer used as a form of compensation.

(6) Represents incentive compensation received in 2013 and 2012 related to fiscal years 2012 and 2011, respectively. There was no incentive compensation paid to Named Executive Officers for fiscal year 2010.

(7) The values in this column represent the aggregate grant date fair values of the restricted stock awards granted in 2012, 2011, and 2010, in accordance with the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic No. 718, *Compensation - Stock Compensation*. See the Company's Annual Report on Form 10-K, *Critical Accounting Policies* and Note 20 to the Company's Consolidated Financial

Statements for the year ended December 31, 2012 regarding the Company's accounting for share-based compensation plans. Restricted stock awards are valued at the closing price of the Company's stock on the date of award.

For Mr. Ng's 2011 Stock Awards, approximately \$2,500,000 of this amount is part of the special long-term retention and recognition award described above in *SECTION THREE 2012 COMPENSATION DECISIONS FOR NAMED EXECUTIVE OFFICERS*, Dominic Ng, *Retention Award*.

(8) No stock options were granted to the Named Executive Officers in 2012, 2011, and 2010.

(9) Includes the year-to-date change in the actuarial present value of the accumulated benefit under the SERP for each participating NEO only.

(10) Represents all other compensation including employer contributions to the 401(k) Plan, relocation costs and perquisites including automobile allowances and financial planning services. Employer contributions to the 401(k) Plan are benefits generally available to all salaried employees. The Named Executive Officers are also provided with certain group life, health, long-term disability and medical and other non-cash benefits generally available to all salaried employees who are not included in this column pursuant to SEC rules. The costs of all perquisites have been calculated based on the actual expense paid by the Company. All other compensation that exceeds \$10,000, other than perquisites, is described below. All perquisites or other personal benefits greater than \$25,000 or 10% of the total value of all perquisites received by the NEO are quantified and described below:

Mr. Ng received financial planning services valued at \$36,185 in 2012. During 2012, Mr. Ng also received a payment for unused vacation time of \$24,038 and \$25,591 in dividends on restricted stock. Ms. Gouw received payment for unused vacation time of \$29,880 in 2012. Mr. Krause received payment for unused vacation time of \$18,750 and \$10,616 in dividends on restricted stock in 2012.

(11) Ms. Oh was appointed as Chief Financial Officer of the Company effective January 26, 2010.

(12) Mr. Schuler was appointed as Chief Human Resources Officer of the Bank effective May 24, 2010.

(13) Includes a special performance-based retention cash award of \$2,500,000 which was paid in February 2012 and approved in July 2011 as part of the special transformational bonus/retention grants discussed above in *COMPENSATION DISCUSSION AND ANALYSIS SECTION THREE 2012 COMPENSATION DECISIONS FOR NAMED EXECUTIVE OFFICERS*. The Compensation Committee did not view this as being primarily attributable to 2011 performance or as part of Mr. Ng's regular on-going annual compensation.

The following awards were granted during 2012 to the Named Executive Officers:

## Grants of Plan-Based Awards in 2012 Table

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards (1)			All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	Grant Date Fair Value of Equity Award (\$) (2) (l)
		Threshold (\$) (f)	Target (\$) (g)	Maximum (\$) (h)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)		
Dominic Ng	3/8/2012(3)	\$ 750,000	\$ 1,500,000	\$ 3,000,000	-	-	-	-	\$ -
	3/8/2012	-	-	-	24,944	90,703	-	-	2,000,000
Julia S. Gouw	3/8/2012	283,250	566,500	1,133,000	-	-	-	-	-
	(3) 3/8/2012	-	-	-	7,483	27,211	-	-	600,000
Douglas P. Krause	3/8/2012	102,000	204,000	408,000	-	-	-	-	-
	(3) 3/8/2012	-	-	-	2,183	7,936	-	-	175,000
Irene H. Oh	3/8/2012(3)	99,000	198,000	396,000	-	-	-	-	-
	3/8/2012	-	-	-	2,495	9,071	-	-	200,000
James T. Schuler	3/8/2012	75,000	150,000	300,000	-	-	-	-	-
	(3) 3/8/2012	-	-	-	2,619	9,524	-	-	210,000

(1) Restricted stock units granted on March 8, 2012, include time-based and performance-based restricted stock units. Time-based restricted stock units vest in three years; vesting is also subject to meeting pre-established earning goals. Performance-based restricted stock units vest in three years; vesting is also subject to meeting pre-established

performance goals. Dividends are accrued on restricted stock units and net against tax withholding at the time of vesting.

(2) The grant date fair value for the restricted stock reflects FASB ASC Topic No. 718 value over the vesting period for the shares.

(3) These grants show the potential payment for our Named Executive Officers under our formula-based Performance-Based Bonus Plan. Additional information regarding the Performance-Based Bonus Plan is included above in Compensation Discussion and Analysis Section One Overview and Executive Summary and Compensation Discussion and Analysis Section Three 2012 Compensation Decisions for Named Executive Officers. The actual payments the Named Executive Officers received are included in the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table above.

The following table sets forth certain information concerning options and restricted stock held by the Named Executive Officers under the Company's Stock Incentive Plan:

**Outstanding Equity Awards at December 31, 2012**

Name (a)	Option Awards (1)					Stock Awards			
	Number of Securities Underlying Options (#) Exercisable (b)	Number of Securities Underlying Options (#) Unexercisable (c)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (2) (g)	Market Value of Shares or Units of Stocks That Have Not Vested (\$) (h)	Equity Incentive Plan Awards: Number of Units or Other Rights That Have Not Vested (#) (3) (i)	Equity Incentive Plan Awards: Market Value of Unearned Shares or Units of Stocks That Have Not Vested (\$) (j)	
Dominic Ng	45,000	-	36.87	3/9/2013	96,286	\$ 2,069,186	49,887	\$ 1,072,072	
	47,914	-	38.81	2/26/2014					
	174,964	-	21.09	2/19/2015					
Julia S. Gouw	16,273	-	36.87	3/9/2013	47,328	1,017,079	14,966	321,619	
	8,075	-	38.81	2/26/2014					
	18,966	-	21.09	2/19/2015					
Douglas P. Krause	13,561	-	36.87	3/9/2013	35,026	752,709	4,365	93,804	
	6,460	-	38.81	2/26/2014					
	14,225	-	21.09	2/19/2015					
Irene H. Oh	2,153	-	38.81	2/26/2014	22,438	482,193	4,989	107,214	
	5,690	-	21.09	2/19/2015					
James T. Schuler	-	-	-		18,638	400,531	5,238	112,565	

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(1) All stock options vest at a rate of 1/3 after the second anniversary of the grant date, 1/3 after the third anniversary of the grant date and 1/3 after the fourth anniversary of the grant date.

(2) The restricted stock awards aggregate the historic grants that have not vested. The shares of restricted stock grants either vest 100% after three years or in two equal installments starting on the fourth anniversary of the grant date. Dividends are paid on shares of restricted stock at the same time dividends are paid on our outstanding shares of common stock. Includes performance restricted stock that have been earned but not yet vested. The performance-based restricted stock units either vest in three equal installments starting on the first anniversary of the grant date or 100% after three years. Dividends are accrued on restricted stock units and net against tax withholding at the time of vesting.

(3) The performance restricted stock units aggregate the historic unearned performance-based grants that have not vested. The shares of performance restricted stock units are earned when performance criteria are met and vest three years from the date of grant. Generally the performance restricted stock units have both performance requirements and vesting requirements. Dividends are accrued on restricted stock units and net against tax withholding at the time of vesting.

The following table sets forth certain information concerning option exercises and stock vesting during the year for the Named Executive Officers under the Company's Stock Incentive Plan:

**Option Exercises and Stock Vested in the 2012 Fiscal Year**

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)
Dominic Ng	-	\$ -	137,093	\$ 3,010,001
Julia S. Gouw	-	-	10,676	233,938
Douglas P. Krause	-	-	3,531	78,465
Irene H. Oh	-	-	1,949	42,899
James T. Schuler	-	-	980	21,080

**RETIREMENT PLANS**

The Company has two retirement plans. The Company's 401(k) Plan (the 401(k) Plan) is a qualified retirement plan under the Internal Revenue Code of 1986 as amended (the Code) and is open to all employees of the Company and its subsidiaries with at least three months of service.

The Company also has a Supplemental Executive Retirement Plan (the SERP) which was established in 2001 in order to provide supplemental retirement benefits to certain employees whose contributions to the 401(k) Plan are limited under applicable Internal Revenue Service regulations. The SERP was also intended as a retention incentive to ensure the continued employment of the officers participating in the plan. At the present time, only one Named Executive Officer (Chief Risk Officer and General Counsel Doug Krause) is accruing benefits under the SERP.

The following table sets forth certain information concerning pension benefits for the Named Executive Officers under the Company's SERP:

**Pension Benefits for the 2012 Fiscal Year**

Name (a)	Plan Name (b)	Number of Years of Credited Service (#) (c)	Present Value of Accumulated Benefit (\$) (1) (d)	Payments During Last Fiscal Year (\$) (e)
Julia S. Gouw	Supplemental Executive Retirement Plan	19	\$ 3,651,131	\$ 267,425
Douglas P. Krause		16	1,237,778	-

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### Supplemental Executive Retirement Plan

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(1) The present value of the accumulated benefit is calculated using the same valuation assumptions used in our financial statements set forth in our Form 10-K.

In 2001, the Board of Directors designated certain employees as eligible to participate in the SERP. Of the Named Executive Officers, Ms. Gouw and Mr. Krause are the only current participants in the SERP. Benefits under the SERP include income generally payable either commencing upon a designated retirement date until age 80 or in a discounted lump sum if previously elected on or prior to December 31, 2008. A participant will be entitled to a projected benefit equal to 50% of his or her 2001 total compensation, adjusted 3% per year for cost of living. The designated retirement date is the 20th anniversary of employment by the Company and early retirement after 15 years is permitted with lower benefits. SERP benefits begin to vest after 15 years of service; however vesting accelerates to 100% upon a change in control of the Company. Upon a termination of employment for cause, the participant forfeits all benefits. The participant is entitled to all vested benefits in the case of a termination without cause. When the SERP was established, the Company purchased life insurance contracts on the participants in order to finance the cost of these benefits. Due to the tax-advantaged effect of this

life insurance investment, the return on the life insurance contracts will be approximately equal to the accrued benefits to the participants under the SERP, other than in the event of accelerated vesting because of a change of control. Additionally, as part of the life insurance contracts purchased when the SERP was established, beneficiaries of the SERP participants would be entitled to a death benefit. As of December 31, 2012, beneficiaries of the SERP participants would be entitled to death benefits of \$21,580,000 for Mr. Ng, \$4,143,681 for Ms. Gouw, and \$7,740,000 for Mr. Krause. Although, Mr. Ng is not currently a participant in the SERP, he was at the time it was established in 2001 and death benefits for his beneficiary remain.

When Ms. Gouw retired from the Company on December 31, 2008, she had 19 years of service under the SERP and was eligible for early retirement under the SERP. Ms. Gouw is currently receiving distributions under the SERP. Ms. Gouw came out of retirement on November 30, 2009 to become the President and Chief Operating Officer following the transformational acquisition of the operations of United Commercial Bank. Under the terms of the SERP, she continues to receive the annual distributions whether or not she is an active employee of the Company or any other company.

Mr. Krause had 16 years of service under the SERP as of December 31, 2012. As of December 31, 2012, the present value of the future benefit under the SERP after the 20th anniversary of employment calculated using an 8% discount rate, pursuant to the SERP documents, was \$1,683,704 for Mr. Krause.

The SERP is an unfunded non-qualified plan, which means that the participants have no rights under the SERP beyond those of a general creditor of the Company, and there are no specific assets set aside by the Company in connection with the plan. There are accordingly, no assurances to the participants that upon retirement the Company will be able to pay the accrued benefits. The SERP is not an employment contract. There are no other Company plans that provide for specified retirement benefits, excluding those executives covered under the SERP.

#### **EMPLOYMENT AGREEMENTS AND POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

The Bank, the Company's principal subsidiary, has entered into employment agreements with certain of the Named Executive Officers. This is intended to ensure that the Bank will be able to maintain a stable and competent management base.

##### *Chief Executive Officer*

The Bank entered into an employment agreement with its CEO, Mr. Ng, in June 1998 in connection with the sale of the Bank by its prior stockholders. This employment agreement was reapproved by the Board of Directors and amended on March 7, 2013 to provide for a termination date of March 7, 2016, unless extended by mutual agreement. There was no payment or other consideration to Mr. Ng for signing this amendment. In addition to a base salary and bonus to be determined annually, the employment agreement provides for, among other things, participation in stock benefit plans and other fringe benefits applicable to executive personnel and four weeks paid vacation per year.

In the event the Bank chooses to terminate Mr. Ng's employment for any reason other than for cause (as defined in the employment agreement), or in the event of Mr. Ng's resignation from the Bank upon (i) failure to re-elect him to his current offices; (ii) a material change in functions, duties or responsibilities; (iii) a relocation of principal place of employment by more than 25 miles; (iv) liquidation or dissolution of the Bank; (v) a breach of the agreement by the Bank; or (vi) his death or permanent disability, Mr. Ng, or, in the event of death, his beneficiary, would be



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entitled to receive an amount equal to the greater of (i) the remaining payments due to him and the contributions that would have been made on his behalf to any employee benefit plans of the Bank during the remaining term of the employment agreement and (ii) three times the base salary currently in effect plus three times the preceding taxable year's bonus.

Under the assumption that Mr. Ng's employment with the Company was terminated on December 31, 2012 for any reason other than cause, he would be entitled to receive severance payments totaling \$10,740,000. Also, if Mr. Ng's employment with the Company was terminated for any reason other than cause, his outstanding and unvested stock options, restricted stock and performance restricted stock would become fully vested. If Mr. Ng's employment with the Company was terminated for any reason other than cause on December 31, 2012, the market value of his unvested stock options and restricted stock which would accelerate in vesting is \$0 and \$3,141,258, respectively.

Neither the employment contract nor any other employment arrangements with Mr. Ng provide for any payments or early vesting of any stock options, any restricted stock or restricted stock units upon a change of control.

The employment contract does not contain provisions for tax gross ups upon a change of control or in any other circumstance. These were part of the contract when it was entered into in 1998 but Mr. Ng signed an amendment to his employment agreement in 2010 to delete the tax gross up provisions in view of current best practices to not provide tax gross ups as part of the executive employment agreement. There was no payment or other consideration to Mr. Ng for signing this amendment.

*President and Chief Operating Officer*

Ms. Gouw does not have an employment agreement or any other agreement providing her with severance or any other payments in connection with her termination or in connection with a change of control of the Company.

*Chief Financial Officer*

Ms. Oh does not have an employment agreement or any other agreement providing her with severance or any other payments in connection with her termination or in connection with a change of control of the Company.

*Chief Risk Officer and General Counsel*

The Bank entered into an employment agreement with its Chief Risk Officer and General Counsel, Mr. Krause, in 1999. This employment agreement was reapproved by the Board of Directors and amended on March 7, 2013 to provide for a termination date of March 7, 2016, unless extended by mutual agreement. There was no payment or other consideration to Mr. Krause for signing this amendment. In addition to a base salary and bonus to be determined annually, the employment agreement provides for, among other things, participation in stock benefit plans and other fringe benefits applicable to executive personnel and four weeks paid vacation per year.

In the event the Bank chooses to terminate Mr. Krause's employment for any reason other than for cause (as defined in the employment agreement), or in the event of Mr. Krause's resignation from the Bank upon (i) a material change in functions, duties or responsibilities; (ii) a relocation of principal place of employment by more than 25 miles; (iii) liquidation or dissolution of the Bank; (iv) a breach of the agreement by the Bank; or (v) his death or permanent disability, Mr. Krause, or, in the event of death, his beneficiary, would be entitled to receive an amount equal to the greater of (vi) the remaining payments due to him and the contributions that would have been made on his behalf to any employee benefit plans of the Bank during the remaining term of the employment agreement and (vii) three times the base salary currently in effect plus three times the preceding taxable year's bonus.

Under the assumption that Mr. Krause's employment with the Company was terminated on December 31, 2012 for any reason other than cause, he would be entitled to receive severance payments totaling \$1,888,725. Also, if Mr. Krause's employment with the Company was terminated for any reason other than cause, his outstanding and unvested stock options, restricted stock and performance restricted stock would become fully vested. If Mr. Krause's employment with the Company was terminated for any reason other than cause on December 31, 2012, the market value of his unvested stock options and restricted stock which would accelerate in vesting is \$0 and \$846,513, respectively.

Neither the employment contract or any other employment arrangements with Mr. Krause provide for any payments or early vesting of any stock options, any restricted stock or restricted stock units upon a change of control other than the SERP described in more detail above. As noted, if a change in control occurred on December 31, 2012, Mr. Krause would immediately vest and be entitled to receive payments under the SERP. The present value of the incremental benefit Mr. Krause would receive if a change in control occurred on December 31, 2012 is \$1,269,569.

The employment contract does not contain provisions for tax gross ups upon a change of control or in any other circumstance. These were part of the contract when it was entered into in 1999 but Mr. Krause signed an amendment to his employment agreement in 2010 to delete the tax gross up provisions in view of current best practices to not provide tax gross ups as part of the executive employment agreements. There was no payment to Mr. Krause for signing this amendment.

*Chief Human Resources Officer*

Mr. Schuler has an agreement under which he will receive a severance payment of one year base salary in the event that he is terminated for any reason other than cause. Under the assumption that Mr. Schuler's employment with the Company was terminated on December 31, 2012 for any reason other than cause, he would have been entitled to receive severance payments totaling \$300,000. This agreement was reapproved by the Board of Directors and amended on March 7,

2013 to provide for a termination date of March 7, 2014, unless extended by mutual agreement.

Neither the employment contract nor any other employment arrangements with Mr. Schuler provide for any payments or early vesting of any stock options, any restricted stock or restricted stock units upon a change of control.

#### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

None of the members of the Compensation Committee is, or ever has been, an officer or employee of the Company or any of its subsidiaries.

Except as provided herein, there are no existing or proposed material transactions between the Company or the Bank and any of its executive officers, directors, or the immediate family or associates of any of the foregoing persons.

#### **REPORT BY THE AUDIT COMMITTEE**

The Audit Committee operates pursuant to a written charter most recently revised and adopted by the Company's Board of Directors on March 31, 2011. The charter of the Company's Audit Committee is available through the Company's website at [www.eastwestbank.com](http://www.eastwestbank.com) by clicking on Investor Relations and then Governance Documents.

The Board of Directors has determined that each of the members of the Audit Committee is independent under the standards of Rule 5605(a)(2) of the NASDAQ listing standards.

In performing its function, the Audit Committee has among other tasks:

- reviewed and discussed the audited financial statements of the Company as of and for the year ended December 31, 2012 with management and with the independent auditors;
- discussed with the Company's independent auditors the matters required to be discussed by Statement of Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and

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- received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent accountant the independent accountant's independence.

Based on the foregoing review and discussions, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

### THE 2013 AUDIT COMMITTEE

Keith W. Renken, Chairman  
Paul H. Irving  
Andrew S. Kane  
Tak-Chuen Clarence Kwan  
John Lee

*The Audit Committee Report is not deemed to be soliciting material or to be filed with the SEC or subject to the SEC's proxy rules or the liabilities of Section 18 of the Exchange Act and the report shall not be deemed to be incorporated by reference into any prior or subsequent filing by the Company under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporates this Audit Committee Report therein.*

### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company's Code of Conduct and the Board's Corporate Governance Guidelines provide guidance for addressing actual or potential conflicts of interests, including those that may arise from transactions and relationships

between the Company and its executive officers or directors. In order to provide further clarity and guidance on these matters, the Company has adopted a written policy regarding the review, approval or ratification of related party transactions.

The policy generally provides that the Audit Committee will review and approve in advance, or will ratify, all related party transactions between the Company and our directors, director nominees, executive officers, and persons known by the Company to own more than 5% of our common stock, and any of their immediate family members. Related party transactions include transactions or relationships involving the Company and amounts in excess of \$120,000 and in which the above related parties have a direct or indirect material interest. Under the policy, the failure to approve a related party transaction in advance would not invalidate the transaction or violate the policy as long as it is submitted to the Audit Committee for review and ratification as promptly as practicable after entering into the transaction.

The Audit Committee works with the Company's General Counsel in reviewing and considering whether any identified transactions or relationships are covered by the policy. In determining whether to approve or ratify a transaction or relationship that is covered by the policy, the Audit Committee considers, among other things:

- the identity of the parties involved in the transaction or relationship
  
- the facts and circumstances of the transaction or relationship, including the identity of the party involved
  
- the material facts of the transaction or relationship
  
- the benefits to the Company of the transaction or relationship
  
- the terms of the transaction, including whether those terms are fair to East West and are in the ordinary course of business and on substantially the same terms with transactions or relationships with unrelated third parties.

During 2012, the Company did not enter into any related party transactions that required review, approval or ratification under our related party transaction policy. From time to time, the Company may lend money through its subsidiary, the Bank, to various directors and corporations or other entities in which a director may own a controlling interest. These loans (i) are made in the ordinary course of business, (ii) are made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons, and (iii) do not involve more than a normal risk of collectability and do not present other unfavorable features. The Company does not have any loans to Named Executive Officers. None of the directors or executive officers of the Company, any associate or affiliate of such persons, or persons who beneficially owned more than 5% of the outstanding shares of the Company had any transactions or proposed transactions greater than \$120,000 during the past year with the Company.

**PROPOSAL NO. 2**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

**The Board of Directors Recommends a Vote For the Ratification of Auditors**

KPMG LLP has been approved by the Audit Committee of the Company to be the independent auditors of the Company for the 2013 fiscal year. The stockholders are being asked to ratify the selection of KPMG LLP. If the stockholders do not ratify such selection by the affirmative vote of a majority of the votes cast, the Audit Committee will reconsider its selection. Under applicable SEC regulations, the selection of the independent auditors is solely the responsibility of the Audit Committee.

Representatives from the firm of KPMG LLP will be present at the Meeting and will be given the opportunity to make a statement if they desire to do so, and will be available to respond to stockholders' questions.

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The independent registered public accounting firm of the Company and the Bank is KPMG LLP. KPMG LLP performed both audit and non-audit professional services for and on behalf of the Company and its subsidiaries in 2011 and 2012.

The following table sets forth information regarding the aggregate fees billed for services rendered by KPMG LLP for the fiscal years ended December 31, 2012 and 2011, respectively.

	<b>2012</b>		<b>2011</b>
Audit Fees (a)	\$ 1,970,000	\$	1,861,000
Audit-Related Fees (b)	77,000		77,000
Tax Fees (c)	-		8,000
	\$ 2,047,000	\$	1,946,000

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(a) Audit fees consists of fees paid to KPMG for professional services rendered by KPMG for the audit of the Company's consolidated financial statements in the Form 10-K and review of financial statements included in the Form 10-Qs, including services normally provided by an accountant in connection with statutory and regulatory filings or engagements.

(b) Audit-related fees consist of certain professional services provided by KPMG Hong Kong in connection with the review of regulatory filings for the Hong Kong branch.

(c) Tax fees include tax compliance, planning and advisory services.

All work performed by independent auditors must be pre-approved by the Audit Committee. All audit-related, tax and other services were reviewed and approved by the Audit Committee, which concluded that the provision of these limited services by KPMG LLP did not compromise that firm's independence in the conduct of its auditing function. All professional services rendered by KPMG LLP during 2012 were furnished at customary rates and terms.

### **PROPOSAL NO. 3**

#### **ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

#### **The Board of Directors Recommends a Vote For the Approval of This Resolution**

The Company believes that our overall executive compensation program, as described in the CD&A, is designed to pay for performance and directly aligns the interests of our executive officers with the long-term interests of our stockholders.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) provides for our stockholders to vote to approve, on a non-binding basis, the compensation of our NEOs either every year, every 2nd year, or every third year. In 2011, the Board of Directors determined, consistent with the vote by our stockholders, that it is in the best interest of the Company and our stockholders to submit the Say on Pay proposal to our stockholders on an annual basis.



An essential part of our Company's success is the continuing execution of our proven and unique business model and values. As described in the CD&A, our compensation program is designed to attract, retain, motivate and develop our NEOs who are essential to executing our business model and delivering the financial solutions and quality services that are critical to attaining our goals and increasing stockholder value. We believe that our compensation programs emphasize the link between compensation to corporate performance and align the interests of our executive officers with those of our stockholders.

We have described in our CD&A and the compensation tables our 2012 compensation philosophy, governance and decisions for the Named Executives. Highlights of this disclosure include:

- Summary of the Company's strong 2012 financial performance, including the third year in a row of record earnings, a return on equity greater than the industry average and our peer group average, return on average assets greater than the industry average and our peer group average, strong credit quality with nonperforming assets to total assets below industry and peer group averages, strong loan and deposit growth, doubling of dividend in 2012 and 50% increase of dividend in 2013. We ended 2012 ranked among the 30 largest public independent banks in the country by total assets and total market capitalization.
- Performance focused compensation philosophy in the design of our NEOs' target compensation mix. In 2012, over 85% of the CEO's compensation was earned only upon satisfaction of performance goals. Challenging performance

goals for 2012 included bonus goals requiring the achievement of record earnings 15% above the prior year record earnings and nonperforming assets levels below industry and peer group averages; long-term incentive stock awards also had performance standards, with 55% of the award being subject to a two year target earnings goal that (if met at the end of 2013) requires record two-year earnings.

- Formalized or enhanced various compensation best practices, including: claw backs for NEO bonuses and vesting of performance shares based on financial statements that are restated for any reason, and by agreement of the NEOs, making the claw back retroactive to apply to performance shares awarded in prior years; holding periods for NEOs for stock acquired upon the exercise of stock options or the vesting of restricted stock or restricted stock units that require 51% of the shares (net of taxes) be held until retirement; and robust minimum stock ownership requirement of the CEO of 6 times salary and of the President of 3 times salary; policy that for NEOs a change of control does not trigger any severance payments unless followed by job loss and does not result in the vesting of any incentive stock awards, and by agreement of the NEOs this applies also to previously awarded incentive stock awards; employment contracts with fixed terms, extended by mutual agreement; and employment agreements which do not contain provisions for tax gross ups.

We are asking our stockholders to indicate their support for our NEO compensation as described in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the policies and practices described in this proxy statement. Accordingly, the Company is presenting the following advisory proposal for stockholder approval:

**Resolved, that the stockholders hereby approve the compensation of our Named Executive Officers as reflected in this proxy statement and as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the compensation discussion and analysis, the compensation tables and all related material.**

Because your vote is advisory, it will not be binding upon the Board of Directors. In the event this non-binding proposal is not approved by our stockholders, then such a vote shall neither be construed as overruling a decision by our Board of Directors or our Compensation Committee, nor create or imply any additional fiduciary duty by our Board of Directors or our Compensation Committee, nor further shall such a vote be construed to restrict or limit the ability of our stockholders to make proposals for inclusion in proxy materials related to executive compensation. Notwithstanding the foregoing, the Board of Directors and Compensation Committee will consider the non-binding vote of our stockholders on this proposal when reviewing compensation policies and practices in the future.

#### PROPOSALS OF STOCKHOLDERS

Proposals of stockholders intended to be included in the proxy materials for the 2014 annual meeting of stockholders must be received by the Secretary of East West Bancorp, 135 N. Los Robles Avenue, 7th Floor, Pasadena, California 91101 by December 19, 2013 (120 days prior to the anniversary of this year's mailing date).

Under Rule 14a-8 adopted by the SEC under the Exchange Act, proposals of stockholders must conform to certain requirements as to form and may be omitted from the proxy statement and proxy under certain circumstances. In order to avoid unnecessary expenditures of time and money by stockholders and by the Company, stockholders are urged to review this rule and, if questions arise, to consult legal counsel prior to submitting a proposal.

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SEC rules also establish a different deadline for submission of shareholder proposals that are not intended to be included in the Company's proxy statement with respect to discretionary voting (the "Discretionary Vote Deadline"). The Discretionary Vote Deadline for the 2014 annual meeting of stockholders is March 4, 2014 (45 calendar days prior to the anniversary of the mailing date of this proxy statement). If a stockholder gives notice of such a proposal after the Discretionary Vote Deadline, Proxyholders will be allowed to use their discretionary voting authority to vote against the shareholder proposal without discussion when and if the proposal is raised at the 2014 annual meeting of stockholders.

The Company has not been notified by any stockholder of his or her intent to present a stockholder proposal from the floor at the Meeting. The enclosed Proxy grants the Proxyholders discretionary authority to vote on any matter properly brought before the Meeting.

**ANNUAL REPORT ON FORM 10-K**

The Company's annual report on Form 10-K for the fiscal year ended December 31, 2012 will also be mailed to all stockholders. The annual report on Form 10-K includes financial statements required to be filed with the SEC pursuant to the Exchange Act for the fiscal year ended December 31, 2012, and the report thereon of KPMG LLP, the Company's independent registered public accounting firm.

**OTHER BUSINESS**

Management knows of no business, which will be presented for consideration at the Meeting other than as stated in the Notice of Meeting. If, however, other matters are properly brought before the Meeting, it is the intention of the Proxy holders to vote the shares represented thereby on such matters in accordance with the recommendation of the Board of Directors and authority to do so is included in the Proxy.

**EAST WEST BANCORP, INC.**

DOUGLAS P. KRAUSE  
*Corporate Secretary*

Pasadena, California  
April 18, 2013













