

EAST WEST BANCORP INC
Form DEF 14A
April 17, 2018

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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(1) Title of each class of securities to which transaction applies:

(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:

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held at 2:00 p.m. Pacific Time on May 24, 2018

TO THE STOCKHOLDERS OF EAST WEST BANCORP, INC.:

The Annual Meeting of Stockholders of East West Bancorp, Inc., a Delaware corporation (the “Company”), will be held on May 24, 2018, at 2:00 p.m. Pacific Time, at 135 N. Los Robles Ave., 6th Floor, Pasadena, California, for the following purposes, as more fully described in the accompanying Proxy Statement:

1. To elect eight directors to serve until the next annual meeting of stockholders and to serve until their successors are elected and qualified;
2. To approve, on an advisory basis, our executive compensation for 2017;
3. To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018; and
4. To transact such other business as may properly come before the Annual Meeting or any postponement or adjournment of the Annual Meeting.

The Board of Directors of the Company has fixed the close of business on March 29, 2018 as the record date for the Annual Meeting. Only holders of our common stock as of the record date are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the Proxy Statement.

Properly signed and returned proxy cards permit each proxy holder to vote on any other business that may properly come before the Annual Meeting and at any and all adjournments thereof, in his or her 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 Annual Meeting.

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING OF STOCKHOLDERS, WE URGE YOU TO SUBMIT YOUR VOTE VIA THE INTERNET, TELEPHONE OR MAIL.

We appreciate your continued support of the Company.

By order of the Board of Directors,

DOUGLAS P. KRAUSE
Corporate Secretary
Pasadena, California
April 18, 2018

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SUMMARY OF PROXY INFORMATION

Your Vote is Important

This summary highlights information contained elsewhere in the Proxy Statement. This summary does not contain all of the information that you should consider and you should read the entire Proxy Statement before voting. For more complete information regarding East West Bancorp, Inc.'s (the "Company") 2017 financial performance, please review our Annual Report on Form 10-K for the year ended December 31, 2017.

This Proxy Statement and the enclosed Proxy are furnished in connection with the solicitation of proxies by our Board of Directors ("Board") for use at the annual meeting of stockholders to be held on May 24, 2018, and any postponements, adjournments or continuations thereof (the "Annual Meeting"). This Proxy Statement and the enclosed Proxy and other enclosures are first being mailed to stockholders on or about April 18, 2018. Only stockholders of record on March 29, 2018 ("Record Date") are entitled to vote in person or by proxy at the Annual Meeting. 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 and Vote Recommendation

We are asking stockholders to vote on the following matters at the 2018 Annual Meeting of Stockholders:

Matters for Stockholder Consideration

Our Board's Recommendation

Proposal 1. Election of Directors (page 14)

FOR each Director Nominee

The Board believes that the eight (8) director nominees possess the necessary qualifications to provide effective oversight of the Company's business and quality advice and counsel to our management.

Proposal 2. Advisory Vote to Approve Executive Compensation (page 55)

FOR

The Company seeks a non-binding advisory vote from its stockholders to approve the compensation of its Named Executive Officers for 2017 as described in the Compensation Discussion and Analysis section beginning on page 28 and the tables that follow. The Board values stockholders' opinions and the Compensation Committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.

Proposal 3: Ratification of Auditors (page 56)

The Audit Committee and the Board believe that the continued retention of KPMG LLP to serve as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2018 is in the best interests of the Company and its stockholders. As a matter of good corporate governance, stockholders are being asked to ratify the Audit Committee's selection of the independent registered public accounting firm.

FOR

COMPANY HIGHLIGHTS

East West Bancorp, Inc. at a Glance

East West Bancorp, Inc. is the holding company for East West Bank with total assets of \$37.2 billion as of December 31, 2017. East West Bank commenced operations in 1973 as a federally chartered savings institution serving the immigrant Chinese-American community. Through the years, East West Bank has grown into a full-service commercial bank with over 130 locations in key cities in the U.S. and Greater China. As one of the only banks to focus primarily on the U.S. and Greater China markets, East West Bank continues to expand its extensive global network of contacts and resources to better meet its customers' diverse financial needs in and between the world's two largest markets. Company highlights include:

- Among the 25 largest banks in the U.S. by market capitalization.
- Largest independent bank headquartered in Southern California.
- Over 100 U.S. branches and other offices in California, Texas, New York, Washington, Georgia, Massachusetts and Nevada.
- 10 offices in Greater China.
- Nearly 3,000 associates serving our customers.

Fiscal 2017 Highlights

The Company achieved record earnings in 2017, which was the result of its continued focus on creating sustainable, expandable and profitable customer relationships and its unique business model of serving as the financial bridge between the East and the West. The sustained success of the Company's customer focus and bridge model is reflected in the following key metrics:

Eighth Consecutive Year of Record Earnings: Our full year 2017 net income was \$506 million, which grew by 17% year-over-year from \$432 million in 2016. Our diluted earnings per share ("EPS") for the full year of 2017 was \$3.47, which is an increase of \$0.50 or 17% from \$2.97 in 2016.

Strong Financial Performance: Our full year 2017 return on assets ("ROA") of 1.4% and return on equity ("ROE") of 13.7% were in the Top 10% of publicly traded banks in the United States.¹

Among Best Banks in America: Ranked #5 of the 100 Best Banks in America by Forbes in 2018 and ranked in the Top 15 since 2010.²

· **Record Assets:** Total assets grew 7% year over year, to reach a record \$37.2 billion as of December 31, 2017.

Record Loans: Total loans grew \$3.6 billion, or 14%, to a record \$29.1 billion as of December 31, 2017, from \$25.5 billion as of December 31, 2016, and at an annualized rate of 13% over the past ten years.

Record Deposits: Total deposits grew \$2.3 billion, or 8%, to a record \$32.2 billion as of December 31, 2017, from \$29.9 billion as of December 31, 2016, and at an annualized rate of 16% over the past ten years.

¹ Source: S&P Global Market Intelligence, a division of S&P Global.

² Forbes article dated January 10, 2018.

Community Highlights

Throughout its history, the Company has maintained an unwavering spirit of giving back to the communities in which it operates by supporting affordable housing and organizations dedicated to community wellbeing. The following are some examples of the Company's community investments:

- 1 out of 3 East West Bank branches are located in low-to-moderate income areas.
- \$793 million in financing for affordable housing and homes in low-to-moderate income areas was provided in 2017.
 - \$556 million in small business lending was provided in 2017.
 - \$29.2 million in corporate giving was provided since 2010.
- \$6.3 million was raised by East West Bank and its associates for the United Way since 2010.
- Over 28,000 volunteer hours were dedicated to CRA community development services since 2010.

Summary Information about Director Nominees

The following table provides summary information about each director nominee and continuing director as of March 31, 2018.

Name	Age	Director Since	Primary Occupation	A	B	C	E	N	R
Molly Campbell*	57	2014	<i>Director of the Port Department, Port Authority of New York and New Jersey</i>	ü					FE
Iris S. Chan*	72	2010	<i>CEO of Ameriway</i>		ü				ü RE
Rudolph I. Estrada* (LD)	70	2005	<i>CEO of Estradagy Business Advisors</i>	ü	ü Chair	ü	ü	ü	ü Chair
Paul H. Irving*	65	2010	<i>Chairman of the Milken Institute Center for the Future of Aging</i>		ü			ü	
Herman Y. Li*	65	1998	<i>Chairman of C&L Restaurant Group, Inc.</i>		ü			ü	Chair
Jack C. Liu*	59	1998	<i>Senior Attorney, Alliance International Law Offices</i>			ü			ü
Dominic Ng	59	1991	<i>Chairman of the Board and CEO of East West Bancorp, Inc. and East West Bank</i>				ü		Chair

Lester M. Sussman*	63	2015	<i>Senior Practice Director of Resources Global Professionals</i>	ü Chair FE	ü RE
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A = Audit Committee; **B** = BSA/AML & OFAC Compliance Steering Committee; **C** = Compensation Committee; **E** = Executive Committee;

N = Nominating/Corporate Governance Committee; **R** = Risk Oversight Committee

* = Independent Director; **LD** = Lead Director; **FE** = Audit Committee Financial Expert; **RE** = Risk Oversight Committee Risk Expert

Director Dashboard

Corporate Governance Highlights

We are committed to good corporate governance, which promotes the long-term interests of our stockholders and strengthens our Board and management accountability. Highlights of our corporate governance practices include:

- 7 of our 8 continuing Directors are independent, with the exception being our CEO.
- We have a commitment to diversity in our Board. 75% of our continuing Directors are ethnic or racial minorities, and 25% of our continuing Directors are women.
- Our Board has adopted and published guidelines for a Lead Director position to guide the Company's oversight, which includes conducting regular sessions of independent directors.
- The Audit, BSA/AML & OFAC Compliance, Compensation, Nominating/Corporate Governance, and Risk Oversight Committees are restricted to independent Directors.
- In 2017, all Directors attended 100% of all meetings of the Board. The attendance rate at Committee meetings was 97%.
- The annual election of Directors requires any Director nominee who does not receive a sufficient number of votes to offer to resign. The Board, after considering the recommendation of the Nominating/Corporate Governance Committee, will determine whether or not to accept the resignation.
 - We have a Code of Conduct for all Directors, officers and employees of the Company.
 - We have meaningful stock ownership guidelines for our Directors and Named Executive Officers.
 - We have a strict policy of prohibiting pledging or hedging of Company shares.
 - We conduct an annual "Say-on-Pay" vote.
- We do not have a stockholder rights plan or a "poison pill" provision that some companies adopt to make it difficult for an acquirer to obtain control without the approval of the Company's board.
 - Stockholders may call special meetings and the threshold to call a special meeting is 10% of our shares.

Executive Compensation Highlights

We measure executive performance by evaluating both the achievement of specific financial goals and the long-term performance of the Company. We align the pay and performance of our executives to the success of our business and the interests of our stockholders. We do this by providing short-term cash bonuses tied to our revenue performance and by granting long-term equity awards. The Company has a commitment to strong and sustainable governance and compensation practices. The Company continuously reviews its compensation practices to ensure that they are effective. Our compensation practices include the following features:

- A substantial majority of executive compensation is at risk and subject to performance metrics.
- A majority of the CEO's compensation is long-term incentive compensation that is at risk and subject to performance metrics.
- Our stock ownership guidelines for Named Executive Officers include the requirement that the majority of stock grants must be held until retirement.
- We do not provide "single trigger" change in control payments to our Named Executive Officers.
- No tax gross-ups for change in control benefits.
- The Company has the right to "claw back" any bonus payment or incentive award from the Named Executive Officers in the event of a restatement of the Company's financial statements.
- 100% of the Directors on our Compensation Committee are independent.
- Our compensation consultants are independent from management.
- We have transparent, objective peer and market comparative financial performance metrics aligned with stockholder interests.
- We have an annual review and approval of our compensation strategy.

VOTING INFORMATION AND QUESTIONS YOU MAY HAVE

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this Proxy Statement. You should read this entire Proxy Statement carefully.

What matters am I voting on?

You will be voting on:

The election of eight (8) Directors to hold office until the 2019 annual meeting of stockholders or until their successors are duly elected and qualified;

An advisory vote to approve the compensation of our named executive officers for 2017, as described in this Proxy Statement;

A proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and

Any other business that may properly come before the Annual Meeting.

How does the Board recommend I vote on these proposals?

The Board recommends a vote:

FOR the election of the nominees as Directors;

FOR approval, on an advisory basis, of our named executive officer compensation for 2017;

FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

Who is entitled to vote?

Holders of our common stock as of the close of business on March 29, 2018 (the “Record Date”), may vote at the Annual Meeting. As of the Record Date, we had 144,872,525 shares of common stock outstanding. In deciding all matters at the Annual Meeting, each stockholder will be entitled to one vote for each share of common stock held on

the Record Date. We do not have cumulative voting rights for the election of directors.

Stockholders of Record. If your shares are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares, and this Proxy Statement was provided to you directly by us. As the stockholder of record, you have the right to delegate your voting directly to the individuals listed on the Proxy or to vote in person at the Annual Meeting.

Street Name Stockholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, or a street name stockholder, and this Proxy Statement was forwarded to you by your broker, bank or other nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, because beneficial owners are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you follow your broker's, bank's or other nominee's procedures for obtaining a legal proxy giving you the right to vote your shares at the Annual Meeting.

How do I vote?

If you are a stockholder of record, you may:

instruct the proxy holder or holders on how to vote your shares by using the internet voting site or the toll-free telephone number listed in this Proxy Statement, 24-hours a day, seven days a week, until 11:59 p.m. Eastern Time on May 23, 2018 (have your Proxy in hand when you call or visit the website);

instruct the proxy holder or holders on how to vote your shares by completing and mailing your Proxy to the address indicated on your Proxy (if you received printed proxy materials), which must be received by the time of the Annual Meeting; or

vote by written ballot in person at the Annual Meeting.

If you are a street name stockholder, you will receive instructions from your broker, bank or other nominee. The instructions from your broker, bank or other nominee will indicate the various methods by which you may vote, including whether internet or telephone voting is available.

Brokerage firms and other intermediaries holding shares in street name for their customers are generally required to vote those shares in the manner directed by their customers. A “Broker Non-Vote” occurs when the entity holding shares in street name has not received voting instructions from the beneficial owner and either chooses not to vote those shares on a routine matter at the stockholders meeting or is not permitted to vote those shares on a non-routine matter

Absent timely direction from you, your broker, bank or other nominee will have discretion to vote your shares on “routine” matters only. The only “routine” matter to be decided at the Annual Meeting is the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm (Proposal 3)

Absent timely direction from you, your broker will not have discretion to vote on the other matters submitted for a vote at the Annual Meeting, which are the election of Directors and the advisory vote to approve executive compensation, as they are “non-routine” matters

Can I change or revoke my vote?

Yes. Subject to any rules that your broker, bank or other nominee may have, you can change your vote or revoke your proxy before the Annual Meeting.

If you are a registered stockholder, you may change your vote by:

- entering a new vote via internet, smartphone or by telephone by 11:59 p.m. Eastern Time on May 23, 2018; or
- returning a later-dated Proxy which must be received by the time of the Annual Meeting; or
- completing a written ballot in person at the Annual Meeting.

If you are a stockholder of record, you may revoke your proxy by providing our Corporate Secretary with a written notice of revocation prior to your shares being voted at the Annual Meeting. The written notice of revocation may be hand delivered to the Company's Corporate Secretary, or mailed to and received by East West Bancorp at 135 N. Los Robles Ave., 7th Floor, Pasadena, California 91101, Attention: Corporate Secretary.

If you are a street name stockholder, you may change your vote by:

submitting new voting instructions to your broker, bank or other nominee pursuant to instructions provided by your broker, bank or other nominee; or

completing a written ballot at the Annual Meeting; provided you have obtained a legal proxy from your broker, bank or other nominee giving you the right to vote the shares.

If you are a street name stockholder, you must contact your broker, bank or other nominee that holds your shares to find out how to revoke your proxy.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our Board. The persons named in the Proxy have been designated as proxy holders. When Proxies are properly dated, executed and returned, the shares represented by those Proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our Board as described above. If any matter not described in the Proxy Statement is properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is adjourned, the proxy holders can vote your shares on the new meeting date as well, unless you have properly revoked your proxy.

How many votes are needed for approval of each matter?

Proposal 1 — Election of Directors: The Company's bylaws provide for majority voting in uncontested director elections and plurality voting in contested director elections. Because this election is uncontested, each director nominee must be elected by a vote of the majority of the votes cast. A majority of the votes cast means the number of votes cast "For" a nominee's election exceeds the number of votes cast to "Withhold" approval for that nominee. You may vote "For" or "Withhold" with respect to each director nominee. Abstentions and Broker Non-Votes will have no effect on the outcome of this Proposal.

Proposal 2 — Advisory Vote to Approve Executive Compensation: The advisory vote to approve the compensation of our named executive officers for 2017 must receive the affirmative vote of at least a majority of the shares present in person or by proxy at the Annual Meeting and entitled to vote thereon. You may vote "For," "Against," or "Abstain" with respect to this proposal. Abstentions are considered votes cast and thus will have the same effect as votes "Against" this proposal. Broker Non-Votes will have no effect on the outcome of this Proposal. Because this vote is advisory only, it will not be binding on us or on our Board.

Proposal 3 — Ratification of Auditors: The ratification of the appointment of KPMG LLP must receive the affirmative vote of at least a majority of the shares present in person or by proxy at the Annual Meeting and entitled to vote. You may vote "For," "Against," or "Abstain" with respect to this proposal. Abstentions are considered votes cast and thus will have the same effect as a vote "Against" the proposal.

Are there any other matters presented for action at the Annual Meeting?

The enclosed Proxy confers discretionary authority with respect to matters incident to the Annual 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 Annual Meeting. However, if any other matters properly come before the Annual Meeting, the Proxies solicited hereby will be voted by the Proxy holders in accordance with the recommendations of the Board of Directors.

What happens if a director nominee does not receive a majority vote?

In an uncontested election, any Director nominee who receives a greater number of “Withhold” votes than votes “For” the nominee’s election shall immediately tender to the Board his or her offer to resign from the Board. The Board, after taking into consideration the recommendation of the Nominating / Corporate Governance Committee, will determine whether or not to accept the resignation of any nominee for director who receives a greater number of “Withhold” votes than votes “For” the nominee’s election. In the event of a contested election, the director nominees who receive the largest number of votes cast “For” their election will be elected as directors.

What is a quorum?

A quorum is the minimum number of shares required to be present at the Annual Meeting for the meeting to be properly held under our Bylaws and Delaware law. The presence, in person or by proxy, of a majority of all issued and outstanding shares of common stock entitled to vote at the Annual Meeting will constitute a quorum at the Annual 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.

How are proxies solicited for the Annual Meeting? Who pays for the solicitation?

The Board is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by us. Although there is no formal agreement to do so, we may reimburse brokers, banks and other nominees for their reasonable expense in forwarding these proxy materials to their principals. Proxies will be solicited principally through the mail, but our directors, officers and employees may solicit proxies personally, by telephone or via the internet.

Is my vote confidential?

Your vote will not be disclosed either within the Company or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

Important Notice Regarding Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 24, 2018

Pursuant to the Securities and Exchange Commission (“SEC”) rules related to the availability of proxy materials, the Company has made its Proxy Statement and Annual Report on Form 10-K available on the Company’s corporate website at www.eastwestbank.com/annual.

I share an address with another stockholder, and we received multiple copies of the proxy materials. How can we obtain a single copy of the proxy materials?

Stockholders who share an address and receive multiple copies of our proxy materials can request to receive a single copy in the future. To receive a single copy of the proxy materials, stockholders may contact us at:

East West Bancorp, Inc.

Attention: Investor Relations

135 N. Los Robles Avenue, 7th Floor

Pasadena, California 91101

(626) 768-6000

Stockholders who hold shares in street name may contact their broker, bank, or other nominee to request information about “householding” (providing one copy of this Proxy Statement for all stockholders residing at one address).

Where can I find the voting results of the Annual Meeting?

We will disclose voting results on a Current Report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to include them in the Form 8-K, we will file a Form 8-K to publish preliminary results and will provide the final results in an amendment to the Form 8-K as soon as final results become available.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Proposal 1: Election of Directors

Proposal Snapshot

- **What am I voting on?**

Stockholders are being asked to elect eight (8) director nominees for a one-year term. This section includes information about the Board and each Director nominee.

- **Voting recommendation:**

FOR the election of each director nominee. The combination of the various qualifications, skills and experiences of the 2018 director nominees would contribute to an effective and well-functioning Board. The director nominees possess the necessary qualifications to provide effective oversight of the business and quality advice and counsel to the Company's management.

Board of Directors and Nominees

Our business is managed under the direction of our Board, which is currently composed of nine (9) members. The Board is nominating eight (8) members to serve a one-year term. Keith W. Renken, a board member since 2000, is retiring and is not standing for re-election in 2018. The Board has determined to fix the size of the Board at eight (8) members following Mr. Renken's retirement from the Board.

We seek directors with strong reputation and experience in areas relevant to the strategy and operations of our businesses, particularly industries and growth segments that we serve, as well as key geographic markets where we operate. Each of the nominees for director holds or has held senior executive positions in financial services and/or large, complex organizations, and has operating experience that meets this objective. 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, as further described below.

We also believe that each of the nominees has other key attributes that are important to an effective Board, including: integrity and 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 proposed nominees collectively bring a wide range of experience to the Board with a focus on our core business of being a financial bridge between the U.S. and Greater China. In addition, the proposed nominees reflect our heritage and continuing role as one of the most diverse financial institutions in the country and the largest FDIC-insured minority depository institution. Our Board is representative of the rich ethnic diversity and multiculturalism that exists in the United States and in California, where we are headquartered. Of the eight persons being nominated as directors, 75% or six of the nominees are ethnic/racial minorities. The minority director nominees include four Asian-Americans, one African-American and one Hispanic-American. Furthermore, we are committed to gender diversity on the board and in management roles, and two of the nominees are women. We believe the nominees represent one of the most diverse boards of publicly traded financial institutions in the United States.

The following table presents certain information with respect to the Board's nominees for director. All directors of the Company are also directors of East West Bank (the "Bank"), the Company's principal subsidiary. All of the nominees have indicated their willingness to serve. Executive officers serve at the pleasure of the Board, subject to restrictions set forth in their employment agreements. For further details, see the "*Other Compensation Policies and Information — Employment Agreements and Potential Payments upon Termination or Change in Control*" section of this Proxy Statement.