

## **CATHAY GENERAL BANCORP**

### **NOMINATION AND GOVERNANCE COMMITTEE CHARTER**

Adopted by the Board of Directors October 21, 2010

#### ***Purpose***

The purpose of the Nomination and Governance Committee (the “Committee”) of the board of directors (the “Board”) of Cathay General Bancorp (the “Company”) is to:

- Identify and recommend to the Board nominees for election as directors of the Company; and
- Oversee matters of corporate governance for the Board.

#### ***Composition and Meetings***

The Committee shall be composed of three or more directors, each of whom shall be an “independent director” as defined under Rule 5605(a)(2) of the rules of the Nasdaq Stock Market (“Nasdaq”) (except as otherwise permitted under such rules).

The Committee shall meet whenever necessary, but at least quarterly.

#### ***Responsibilities***

The Committee is charged by the Board with responsibility with respect to the following:

1. Board Candidates
  - a. Identify and evaluate individuals qualified to serve as members of the Board.
  - b. Recommend for determination by the independent directors of the Company nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected.
  - c. Identify, evaluate, and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between meetings of stockholders.
2. Corporate Governance
  - a. Develop and recommend to the Board a set of corporate governance guidelines, review and reassess as appropriate the adequacy of any

corporate governance guidelines adopted by the Board and recommend any proposed changes to the Board.

- b. Consider any other corporate governance issues that arise, develop appropriate recommendations for the Board, and address matters of corporate governance not otherwise delegated to other committees of the Board.
- c. Serve in an advisory capacity to the Board on matters of organizational and governance structure.
- d. Oversee the implementation of the Board's annual reviews of director independence.
- e. Develop and recommend to the Board a process to evaluate performance of the Board and its committees, and implement and oversee any process adopted.
- f. Review and reassess, taking into account the assessments of the relevant committees, the adequacy of the various committee charters and recommend any proposed changes to the Board.
- g. Assist the Board in reviewing the Company's senior management development and succession planning.

3. Additional Responsibilities

- a. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters that may arise from the Committee's work.
- b. Perform such other activities and functions as are required by law, applicable Nasdaq rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.
- c. Periodically, at least every three years, evaluate the performance of the Committee, review and reassess this Charter and, if appropriate, recommend changes to the Board.

***Authority***

By adopting this Charter, the Board delegates to the Committee full and exclusive authority in its discretion to:

- 1. Perform each of the responsibilities of the Committee described above.

2. Conduct or authorize inquiries into any matters within the scope of each of the purpose and responsibilities of the Committee described above.
3. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee.
4. Engage executive search firms, outside counsel, and such other advisors as the Committee deems necessary or advisable to assist the Committee in carrying out its responsibilities.
5. Appoint a chair of the Committee, unless a chair is designated by the Board.
6. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any executive search firms, legal counsel, or other advisors engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
7. Obtain advice and assistance from internal legal or other advisors.