

RESOLVED that all prior resolutions establishing the Executive Compensation and Benefits Committee are hereby repealed; and

FURTHER RESOLVED that the Executive Compensation and Benefits Committee of the Board of Directors is established subject to the Bylaws with the following duties, members, and procedures effective October 26, 2005:

EXECUTIVE COMPENSATION AND BENEFITS COMMITTEE

1. **Purpose.** The Committee's role is to act on behalf of the Board of Directors to oversee the Company's overall compensation strategy and ensure that the President and Chief Executive Officer ("CEO") and other policy-making officers of the Company are compensated in a manner consistent with that strategy, competitive practice and legal and regulatory requirements. The Committee also oversees overall succession planning for key officers and is responsible for approving and overseeing the administration of executive compensation plans and certain employee benefit plans.
2. **Committee Membership.** Committee members shall be appointed by and removed by the Board of Directors. Committee membership shall consist of at least three and no more than five Board members, each of whom must be (a) independent under the requirements of the rules of the New York Stock Exchange, Inc.; (b) a "Non-Employee Director" for purposes of Securities and Exchange Commission Rule 16b-3(b)(3)(i), as amended; and (c) an "Outside Director" for purposes of IRS Regulation Section 1.162-27(e)(3), as amended.
3. **Duties and Responsibilities.** The Committee shall:
 - A. In connection with executive evaluation and compensation:
 - (1) Review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the performance of the CEO in light of these goals and objectives and establish the compensation of the CEO based on this evaluation.
 - (2) Approve the actual compensation for all policy-making officers, including base salary, annual bonus and long-term incentives (cash and stock) as well as any and all other contracts or agreements providing for any form of compensation to policy-making officers.
 - (3) Approve restricted stock awards and stock option grants, and review reports of all other elements of compensation, for such levels of senior management as the Committee and the CEO may designate from time to time.
 - (4) Review the performance, goals and objectives, and succession planning for policy-making officers and such other members of senior management as the Committee and the CEO may designate from time to time.

- (5) Provide to the Board the report on executive compensation required for inclusion in the annual proxy statement.
 - B. Administer the Management Stock Plan, including the authority to adopt amendments to the Plan, subject to Board and stockholder approval as specified in the Plan, and to determine the participation, as appropriate, of the Directors, including Committee members, in the Plan.
 - C. Administer the Senior Management Deferred Compensation Plan, including the authority to adopt amendments to the Plan.
 - D. Administer the Performance Share Plan, including the authority to adopt amendments to the Plan, subject to Board and stockholder approval as specified in the Plan.
 - E. Administer the Senior Management Bonus Plan, including the authority to assess the design, performance measures and award opportunities for executives to support the Company's objectives and stockholders' interest.
 - F. Subject to the provisions of the governing instruments of the various employee benefit plans established by the Company and the Bank, the Committee shall be responsible for the general supervision over the administration and policies of the plans, including the following:
 - (1) Review the activities of the Employee Deferred Compensation and Benefit Plans Administrative Committee, which acts as Plan Administrator for the defined benefit plan, 401(k) plan, the health and welfare plans, including any predecessor banks' plans, and such other plans of Union Bank of California, N.A. and predecessor banks as the CEO shall determine.
 - (2) Approve the establishment of, or adopt amendments to, all qualified employee benefit plans, including the defined benefit plan and the 401(k) plan as well as any non-qualified plans of the Bank, including any predecessor banks, which the CEO has determined is appropriate for review by the Committee.
 - (3) Review the reports of the Employee Deferred Compensation and Benefit Plans Administrative Committee with regard to its oversight of investment performance.
 - G. Evaluate periodically the form and amount of director compensation and report its conclusions and recommendations to the full Board.
4. Additional Responsibilities. The Committee shall:
- A. Review this Charter and the Committee's performance at least annually and recommend any changes to the Charter to the Board of Directors.
 - B. Report its activities to the Board of Directors on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.

- C. Perform such other functions as the Board of Directors shall from time to time assign to the Committee or as shall be required by law.

5. Procedural Rules

- A. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or compensation or other consultants, as it deems appropriate, without seeking approval of the Board or Management.
- B. The Chair of the Committee may request additional members of Management or others to attend the Committee's meetings.
- C. The Chair of the Committee may establish and delegate specific duties to one or more subcommittees and appoint members of the Committee to such subcommittees.
- D. The Chair of the Committee shall be designated by the Board of Directors; the Chair may designate any other voting member of the Committee to serve as Chair in his absence.
- E. The Chair shall designate an officer to serve as Committee Secretary. The Secretary shall record minutes of the proceedings and actions of the Committee and shall file the originals with the Office of the Corporate Secretary.
- F. The Committee shall meet at such time and place and upon such notice as may be determined by the Chair. Meetings may be called at any time by the Chair or by his alternate. Meetings may be held in person or by conference telephone or televideo, providing that each member can participate in all matters fully and communicate with all other members concurrently; or the Committee's actions may be taken by unanimous written consent of all members entitled to vote.
- G. At least annually, the Committee shall meet in executive session with the Committee members and invited management as applicable.
- H. A majority of the members of the Committee shall constitute a quorum for the transaction of business and any act of a majority present at a meeting of the Committee at which a quorum is present shall be the act of the Committee.
- I. Committees may adopt such further rules of procedures as are deemed necessary.