

**Central Pacific Financial Corp.
&
Central Pacific Bank**

**Board of Directors
Corporate Governance Guidelines**
(Adopted by the Board of Directors, December 18, 2013)

1. Definitions of Terms Used Herein

The following terms used in these Guidelines have the following meanings:

- A. “applicable laws” means and includes all laws, rules, regulations and requirements applicable or relating to a particular matter, and includes, without limitation, the Sarbanes-Oxley Act of 2002, the NYSE Listing Standards, the Securities Exchange Act of 1934, and the FDIC Rules and Regulations.
- B. “Board” means the Board of Directors of the Company.
- C. “CEO” means the Chief Executive Officer or highest appointed principal executive of the Company.
- D. “Company” means collectively CPF and CPB, unless used contextually otherwise.
- E. “CPB” means Central Pacific Bank.
- F. “CPF” means Central Pacific Financial Corp.
- G. “Director” means a director on the Board.
- H. “FDIC” means the Federal Deposit Insurance Corporation.
- I. “Guidelines” means these Corporate Governance Guidelines for the Company.
- J. “NYSE” means the New York Stock Exchange.
- K. “SEC” means the United States Securities and Exchange Commission.

2. Director Qualifications

The Board will have a majority of Directors who meet the criteria for independence as required by all applicable laws, and as set forth in Exhibit A attached hereto and incorporated herein by this reference. The Governance Committee is responsible for reviewing the qualifications and independence of the Directors and its various committees on a periodic basis as well as the composition of the Board as a whole. This assessment will include Directors’ qualifications as independent, as well as consideration of diversity, age, skills, experience and other relevant considerations in the context of the needs of the Board. Nominees for Directorship will be recommended to the Board by the Governance Committee in accordance with the provisions in its charter. The invitation to join the Board should be extended by the Board itself, by the Chair of the Governance Committee and by the Chairperson of the Board.

It is the sense of the Board that Directors who change from their principal occupation, profession, job title, position or responsibility that they held when they were elected or last re-elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance a Director who retires or changes their principal occupation, profession, job title, position

or responsibility after they join the Board or since last re-elected to the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Governance Committee to review the continued appropriateness of any such Director's Board membership under such Director's changed circumstances.

Directors should advise the Chairperson of the Board and the Chair of the Governance Committee in advance of accepting an invitation to serve on another board. In addition, no Director will be permitted to serve on more than two other public company boards unless such Director obtains the approval of the Governance Committee.

A non-employee Director must retire from the Board upon attaining the age of seventy. A Director who turns age seventy during a term for which he or she was elected will be allowed to serve until, but only until, December 31st of the calendar year in which he or she turns age seventy, provided his or her elected term does not end sooner. This shall not be intended or construed as a guarantee, assurance or right that a Director can serve until age seventy, but is rather simply intended to be an age beyond which a Director may not serve. The Board reserves its right to remove at any time any Director which does not serve the best interests of the Board, the Company, or its shareholders.

3. Director Nominations

The Board seeks always to identify the best qualified and suited ("best qualified and suited" used in the broadest of senses and in the best interests of the Company) candidates for Director positions and to present these candidates for shareholder approval, as and when Director positions become open and available. The Board's Governance Committee will first identify, review, evaluate and recommend to the Board, nominees for Director positions. The Board will then vote whether or not to recommend such nominees to the Company's shareholders for election.

While generally the same criteria shall be applied in evaluating a candidate's qualifications and in recommending a candidate for a Director position, it is extremely difficult to conceive of all the attributes, skills and qualities that the Governance Committee and/or Board may at any given point in time, determine, consider and value in evaluating, selecting and recommending Director candidates. Accordingly, the Governance Committee and the Board reserve the right to exercise their discretion and to consider any and all other circumstances, experiences, attributes, skills, qualities, and factors applicable to any Director candidate, provided that such discretion shall be exercised in a fair and reasonable manner and with the intent and purpose of having the best qualified and suited Directors serving on the Board at all times, as well as a well rounded Board. The Board may enlist the services of a third party to conduct a background check or other investigation in order to determine whether a candidate meets any criteria.

It is generally the responsibility of the Governance Committee to identify and recommend Director candidates to the Board which in turn recommends Director candidates to the Company's shareholders for election. In fulfilling this purpose, the Governance Committee will search within the State of Hawaii and may search outside the State of Hawaii for any potential Director candidates, and in this regard, may utilize the services of a professional search firm.

Notwithstanding the foregoing, shareholders of the Company may themselves submit to the Company, candidates for Director positions, subject, however, to the satisfaction of the provisions, conditions and requirements regarding shareholder nominations set forth in the Company's Articles of Incorporation and/or Bylaws, as may be amended from time to time. The Company and its Governance Committee and Board reserve the right to prescribe such additional requirements and conditions as may be required by law and/or as they may deem reasonably necessary to preserve the integrity and promote the efficiency and effectiveness of the Director nomination process, provided, however, that no such additional requirements or conditions shall be imposed if doing so would violate any law or the Articles of Incorporation or Bylaws of the Company.

Recommendations for Director nominees by the Governance Committee (to the Board) and by the Board (to the Company's shareholders) shall be decided by majority vote, provided a quorum is present (unless a quorum is not required by applicable law or by the Company's Articles of Incorporation or Bylaws). No Director candidate may participate in or be present during any deliberations by either the Governance Committee or by the Board regarding such candidate's consideration for a Director position, nor may such candidate (if an existing Director) vote or in any way participate (other than for purposes of comprising a quorum) in any vote to be taken by the Governance Committee or Board on such candidate for a Director position. In the event there are more Director candidates than available Director positions, the Director candidates shall be selected based on the number of votes each received, with the candidates receiving the higher number of votes being selected over those receiving lesser votes. The Chair of the Governance Committee may propound such other rules as may be necessary provided they are consistent with and in furtherance of the purpose and intent of the director nomination process described herein, and not in violation of any law or of the Articles of Incorporation or Bylaws of the Company.

When only Board approval (and not shareholder approval) of Director nominees is required (such as, for example, when a Director resigns during his or her term, creating a vacancy which the Board is authorized to fill), the same herein-described Director nomination process shall apply, except that the Board may approve the Director nominees.

The Director nomination process is intended to be in conformance with all applicable laws, to include, without limitation, all applicable provisions of the Hawaii Business Corporation Act, and with the Company's Articles of Incorporation and Bylaws. While not intended, in the event any provision herein contravenes law or the Company's organizational documents, such provision shall not be followed, and if and only to the extent possible, shall be interpreted and applied in such a way as to give effect to its intended purpose but in a way permitted by law or said organizational documents.

4. Director Responsibilities

The basic responsibility of the Directors is to exercise their business judgment in good faith to act in what they reasonably believe to be in the best interests of the Company. In discharging that obligation, Directors should be entitled to rely on the honesty and integrity of their fellow Directors and the Company's senior executives and outside advisors and auditors. The Directors shall also be entitled to have the Company purchase reasonable directors' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by all applicable laws and the Company's Articles of Incorporation, Bylaws and any indemnification agreements, and to exculpation as provided by all applicable laws and the Company's Articles of Incorporation and Bylaws.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Directors before the meeting, and Directors should review these materials in advance of the meeting. Absent special circumstances, Directors are expected to own shares in the Company. Directors are also expected to attend the annual shareholders' meeting and any special or other shareholders' meetings at which their attendance would be advisable.

The Board has no policy with respect to the separation of the offices of Chairperson, President and CEO. It is the Board's view that rather than having a rigid policy, the Board, with the advice and assistance of its Governance Committee, and upon consideration of all relevant factors and circumstances, will determine, as and when appropriate, whether the offices of Chairperson, President and CEO should be separate.

The Board shall annually elect a non-management Chairperson, and Chairs of each Board Committee.

The Chairperson will establish the agenda for each Board meeting. Each Director is free to suggest the inclusion of items on the agenda. Each Director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's strategic plans and the principal issues affecting the Company.

The non-management Directors will meet at regularly scheduled executive sessions without management. The name of the non-management Director who will preside at these executive sessions, or the method by which the presiding non-management Director of each executive session is selected, will be determined by the non-management Directors and disclosed in the annual proxy statement (if applicable). If any of the non-management Directors are not independent, the Board shall at least once a year schedule an executive session including only independent directors.

The Board believes that management speaks for the Company. While Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that Directors will do this only with the knowledge of management and, absent unusual circumstances or as contemplated by the Board committee charters, only at the request of management. Notwithstanding the foregoing, the Board is expected to deal directly with independent and internal auditors and other outside advisors or consultants engaged directly by the Board.

5. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee, and a Governance Committee. All of the members of these committees will be independent Directors under the criteria established by all applicable laws and satisfy all other membership criteria required by all applicable laws, to include such criteria set forth in Exhibit A attached hereto. The Board will have additional standing and temporary committees as appropriate and as so determined by the Board. The Board will appoint the members of each Board committee, taking into account a Director's background and experience, as well as a Director's desires and preferences. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each Board committee will have its own charter. The charters will set forth the purposes, objectives and responsibilities of the Board committees as well as delineate any specific qualifications for committee membership and procedures for committee member appointment. In addition, the charters will set forth procedures regarding committee meetings and reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The chair of each Board committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board and each committee have the power to hire, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Certain committees may meet simultaneously as committees of CPF and CPB, though they should hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions between the two entities or other matters where CPF and CPB may have different interests. In addition, any such committee should consult with internal or outside counsel if, in the opinion of the committee, any matter under consideration by the committee has

the potential for any conflict between the interests of CPF and CPB or their respective subsidiaries, in order to ensure that appropriate procedures are established for addressing any such potential conflict and for ensuring compliance with the Company's policies regarding Sections 23A and 23B of the Federal Reserve Act and related Regulation W.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

6. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Corporate Secretary or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a Director and an officer or employee of the Company.

The Board welcomes regular attendance at each Board meeting of the appropriate representatives of senior management of the Company as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives. If the CEO wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for consideration.

7. Director Compensation

The form and amount of Director compensation will be determined by the Compensation Committee in accordance with the provisions set forth in its charter and any applicable laws, and that committee will conduct an annual review of Director compensation. The Compensation Committee will consider that Director independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a Director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated.

8. Director Orientation and Continuing Education

The Company will, as appropriate, provide a newly elected or appointed director with an orientation program relating to his/her responsibilities as a director and to further familiarize the director with the Company, as soon as practicable after such director joins the Board. The Company will keep abreast of relevant continuing education programs that would benefit directors in the performance of their Board duties, and shall make available and encourage directors to attend such programs.

9. CEO Performance Review

The Board will conduct an annual review of the CEO's performance in order to confirm that the CEO is providing effective leadership for the Company in the long and short-term.

10. Management Succession

The Governance Committee should periodically report to the Board on succession planning, to include reviewing and reporting on the Company's succession policy. The entire Board will work with such Committee to nominate and evaluate potential successors to the CEO. The CEO should at all times make available his recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

11. Annual Board Performance Review

The Board will conduct an annual review to determine whether it and its committees are functioning effectively. The Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could be more effective.

12. Shareholder Communications

Shareholders should communicate with the Company via the Company's designated Investor Relations contact person. Such communications should be sent in writing and addressed to the attention of "Investor Relations", Central Pacific Financial Corp., 220 South King Street, Third Floor, Honolulu, Hawaii 96813. Alternatively, communications can be sent to Investor Relations via the Company's website at www.centralpacificbank.com.

For matters requiring the attention of the Board, shareholders of the Company may send communications directly to the Board. Such communications should be sent in writing and addressed to the Board of Directors of Central Pacific Financial Corp., 220 South King Street, 22nd Floor, Honolulu, Hawaii 96813. Any such communication may be directed to the attention of the Chairperson of the Board or the Chair of any Board Committee (such as, for example, the Chair of the Audit Committee or the Chair of the Governance Committee) or to the non-management or independent directors. Shareholders sending such communications should include the following in their written communication: (a) such shareholder(s) should identify himself/herself/itself/themselves and provide reasonably satisfactory proof of their ownership of the Company's stock; (b) such shareholder(s) should state in reasonable detail and communicate with reasonable clarity and specificity their issue or concern; and (c) such shareholder(s) should include their contact information (at minimum, phone number and address). Shareholders who wish to communicate anonymously with the Board or any group of the Board should refer to the Company's Complaint Policy. However, nothing that is stated in this paragraph shall override any requirements imposed on any shareholder communications under the Company's Articles of Incorporation or Bylaws or other governing documents or by any law, rule or regulation.

Exhibit A

**Central Pacific Financial Corp.
&
Central Pacific Bank**

Standards Regarding Director Independence

- A. In order to qualify as independent, a Director (“Director”) of Central Pacific Financial Corp. or Central Pacific Bank (individually and collectively, together with their respective subsidiaries and affiliates, the “Company”) must meet all of the following criteria:
1. The Board of Directors of the Company (the “Board”) must affirmatively determine that the Director has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company.

Note: Under the New York Stock Exchange (“NYSE”) Corporate Governance Standards, in order for any Director to qualify as “independent” the Board must affirmatively determine that the Director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). In making its independence determination, the Board should broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a Director’s relationship with the Company, the Board should consider the issue not merely from the standpoint of the Director, but also from that of persons or organizations with which the Director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. Ownership of a significant amount of stock in the Company is not, by itself, however, a bar to an independence finding. The identity of the independent Directors and the basis for the Board’s determination that a relationship is not material must be disclosed in the Company’s annual proxy statement.

The following relationships are considered to be not material and do not adversely impact a Director’s independence (provided such relationships do not otherwise conflict with any independence standards set by the NYSE, the Securities and Exchange Commission, or by any other applicable law, rule or regulation):

- a. Service by a Director as an executive officer, employee or equity owner of a company that has made payments to or received payments from the Company, so long as the payments made or received during such other company’s last three fiscal years are not in excess of the greater of \$1 million or 2% of such other company’s consolidated gross revenues for such other company’s fiscal year in which the payments were made.
- b. Service by a Director solely in the position of director, trustee, advisor or similar position, of a business or entity that engages in a transaction with the Company, provided a majority of the directors of that business or entity do not comprise a majority of the directors of the Company.
- c. Extensions of credit by the Company to a Director, or a company of which a Director is an executive officer, employee or equity owner, or

maintenance at the Company by a Director, or a company of which a Director is an executive officer, employee or equity owner, of deposit, checking, trust, investment, or other accounts with the Company, in each case on terms that are substantially similar to those available to similarly situated customers of the Company.

- d. Referrals by a Director of clients, business or personal acquaintances or family members to the Company.
 - e. Service by a Director solely in the position of director, trustee, advisor or similar position of a tax-exempt organization to which the Company makes contributions.
 - f. Any other transaction or relationship between a Director and the Company in which the amount involved does not exceed \$10,000.
2. The Director is not employed by the Company nor was employed by the Company within the last 3 years.
 3. None of the Director's immediate family members is an executive officer of the Company nor was an executive officer of the Company within the last 3 years.
 4. Within the last 3 years, the Director has not received more than \$120,000 during any twelve-month period in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
 5. Within the last 3 years, none of the Director's immediate family members has received more than \$120,000 during any twelve-month period in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- Note: Compensation received by an immediate family member for service as a non-executive employee of the Company need not be considered in determining independence.
6. The Director is not a current partner of a firm that is the Company's internal or external auditor.
 7. None of the Director's immediate family members are a current partner of a firm that is the Company's internal or external auditor.
 8. The Director is not a current employee of a firm that is the Company's internal or external auditor.
 9. The Director does not have an immediate family member who is an employee of a firm that is the Company's internal or external auditor, and who personally works on the Company's audit.
 10. Within the last 3 years, the Director was not a partner or employee of a firm that is or was the Company's internal or external auditor, who personally worked on the Company's audit within that time.

11. Within the last 3 years, no immediate family member of the Director was a partner or employee of a firm that is the Company's internal or external auditor, who personally worked on the Company's audit within that time.
12. The Director does not serve, and within the last 3 years has not served, as an executive officer of another company (excluding the Company) in which any present Company officer serves on that other company's compensation committee.
13. None of the Director's immediate family members is, nor within the last 3 years has been, employed as an executive officer of another company (excluding the Company) in which any present Company executive officer serves on that other company's compensation committee.
14. The Director is not a current employee of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last 3 fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

Note: Both the payments and the consolidated gross revenues to be measured shall be those reported in the last completed fiscal year of such other company. The look-back provision for this test applies solely to the financial relationship between the Company and the director or immediately family member's current employer; a listed company need not consider former employment of the director or immediate family member.

Note: Contributions to tax exempt organizations shall not be considered "payments", provided however, that the Company must disclose in its annual proxy statement, any such contributions made by the Company to any tax exempt organization in which any independent director serves as an executive officer if, within the preceding 3 years, contributions in any single fiscal year from the Company to the organization exceeded the greater of \$1 million or 2% of such tax exempt organization's consolidated gross revenues.

15. None of the Director's immediate family members is a current executive officer of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last 3 fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

Note: Same "Notes" in number 14 above apply to this number 15.

- B. In order to qualify as independent for purposes of the audit committee, a Director must meet all of the following additional independence criteria:
 1. Other than in his or her capacity as a member of the Board or any Board committee, a Director must not accept or have accepted, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company.

Note: Compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

Note: The term indirect acceptance by a member of an audit committee of any consulting, advisory or other compensatory fee includes acceptance of such a fee

by a spouse, a minor child or stepchild or a child or stepchild sharing a home with the member or by an entity in which such member is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or any of its subsidiaries.

2. A Director must not be affiliated with the Company.

Note: An audit committee member that sits on the board of directors of a listed issuer and an affiliate of the listed issuer is exempt from this requirement if the member, except for being a director on each such board of directors, otherwise meets the independence requirements for each such entity, including the receipt of only ordinary-course compensation for serving as a member of the board of directors, audit committee or any other board committee of each such entity.

- C. In order to qualify as independent for purposes of the compensation committee, the Board must in addition to the foregoing, consider all other factors specifically relevant to determining whether a Director has a relationship to the Company which is material to that Director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: the source of compensation of such Director, including any consulting, advisory or other compensatory fee paid by the Company to such Director; and, whether such Director is affiliated with the Company.

Note: When considering the sources of a Director's compensation in determining such Director's independence for purposes of compensation committee service, the Board should consider whether such Director receives compensation from any person or entity that would impair such Director's ability to make independent judgments about the Company's executive compensation. Similarly, when considering any affiliate relationship a Director has with the Company, in determining such Director's independence for purposes of compensation committee service, the Board should consider whether the affiliate relationship places such Director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between such Director and members of senior management, in each case of a nature that would impair such Director's ability to make independent judgments about the Company's executive compensation.

When used above the following terms shall have the following meanings:

"affiliate of" or "affiliated with", a specified person, means a person that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, the person specified. A person is not deemed to be in control of a specified person if the person is not the beneficial owner, directly or indirectly, of more than 10% of any class of voting equity securities of the specified person, and is not an executive officer of the specified person. The following are deemed affiliates: an executive officer of an affiliate; a director who is also an employee of an affiliate; a general partner of an affiliate, and a managing member of an affiliate. The term "affiliate" also includes a subsidiary, sibling company, predecessor, parent company, or former parent company.

“Company” means and includes Central Pacific Financial Corp., Central Pacific Bank, and their respective affiliates and subsidiaries.

“executive officer” means and includes as to Central Pacific Financial Corp. and Central Pacific Bank, the principal executive, executive chairman, chief executive officer, president, chief financial officer, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for Central Pacific Financial Corp. or Central Pacific Bank. Executive officers of affiliates and subsidiaries of Central Pacific Financial Corp. and Central Pacific Bank may be deemed executive officers of Central Pacific Financial Corp. or Central Pacific Bank if they perform such policy-making functions for Central Pacific Financial Corp. or Central Pacific Bank. “Policy-making function” is not intended to include policy-making functions that are not significant.

“immediate family member(s)” means and includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who share such person’s home (when applying the look-back provisions, one need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated).