

**HANMI FINANCIAL CORPORATION**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(APPROVED BY COMMITTEE ON SEPT. 27, 2017)

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**I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Hanmi Financial Corporation (the “Company”) is appointed by the Board to: (a) assist the Board by identifying individuals qualified to become Board members, (b) recommend to the Board the director nominees for the Board and Board committees for the next annual meeting of stockholders, (c) develop, recommend and implement a set of corporate governance principles applicable to the Company and (d) monitor the process to determine Board and Committee effectiveness. In addition, the Committee shall produce an annual report on its work for inclusion in the Company’s proxy statement, in accordance with SEC regulations and all other applicable rules and regulations. The Committee shall perform similar functions for its wholly owned subsidiary, Hanmi Bank, and other subsidiaries, if applicable.

**II. Composition**

The Committee is comprised of at least three (3) directors, each of whom shall be determined by the Board to meet the independence requirements of the Securities and Exchange Commission (the “SEC”), the Federal Deposit Insurance Corporation, the NASDAQ Stock Market LLC (“Nasdaq”) and any other applicable governmental or regulatory authorities. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 (b) (3) promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Regulation §1.162-27(e) (3) promulgated under the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws, as amended from time to time. The members shall be expected to have experience on the board of directors of a public traded company, or have similar experience with corporate governance matters.

The Committee members shall be appointed by the Company Board considering the recommendations of the Committee. The Board shall designate a Chairperson and a Vice Chairperson of the Committee. If the Committee Chairperson is not present at a meeting of the Committee, the Vice Chairperson shall preside.

### **III. Meetings & Actions**

The Committee shall meet at least three times a year, or more frequently as circumstances require. A majority of the members of the Committee shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is attained shall be the act of the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee Chairperson, in consultation with management and other members of the Committee, shall prepare and/or approve an agenda in advance of each meeting. Materials related to agenda items shall be provided to the Committee members sufficiently in advance of the meeting where necessary to allow the members to prepare for discussion of the items at the meeting. The Committee shall maintain written minutes of its meetings, which shall be maintained with the books and records of the Company. The Committee shall report its activities regularly and directly to the Board and shall make recommendations that the Committee deems advisable.

The Committee may request that any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

### **IV. Authority and Responsibilities**

#### **A. General**

1. Conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and retain, at the expense of the Company, such independent counsel or other consultants and advisors, as the Committee deems necessary.
  - i. The Committee may, at its sole discretion, retain or obtain the advice of an outside advisor, legal counsel or other adviser;
  - ii. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any board advisor, legal counsel or other adviser retained by the Committee;
  - iii. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a board adviser, legal counsel or other adviser retained by the Committee;
2. Periodically review stockholder relations report provided by management. Such report should include: proactively monitoring investment activities, analyst reports and management meetings with active or potential stock holders.

3. Draft and maintain guidelines on stockholder communication to allow for ready guidance on proper communication style and action plans depending on stockholders' tactics and investment type (long/short term, activist, non-stockholder activist groups, etc.).
4. Review and assess at least annually the adequacy of the Committee Charter and recommend any proposed changes to the full Board for approval.

***B. Assessment of Board and Nomination of Directors***

1. Identify, recruit, screen, interview, and recommend to the Board candidates for new directors as necessary to fill vacancies or to fill additional needs of the Board in accordance with the Committee's most recent needs assessment.
2. Recommend qualified director nominees to the Board for election or re-election at each annual meeting of stockholders.
3. Recommend to the Board candidates for membership on the various committees of the Board, including the designation of Committee Chairperson and Vice Chairperson (if applicable).
4. Review on an annual basis the current size of the Board and make any recommendations regarding the appropriate size of the Board.
5. Oversee and prepare the evaluation method and criteria for the Board's annual evaluation of the composition, competence and performance of the Board and its committees. The Committee may retain consultants or advisors to assess the performance and effectiveness of the Board as a whole, its committees and each individual director. The results of any self-evaluations, peer evaluations, or evaluations by any consultant or advisor shall be submitted to the Board. The evaluations shall focus on contributions by the Board and individual directors to the Company.
6. Oversee and prepare a Director Succession Plan, in light of the expected future needs of the Board and the Company, so as to ensure that Board effectiveness is not diminished during periods of transition and that the current and future needs of the Company are met.
7. Review and consider recommendations by stockholders for directors to be nominated, *provided* that any such recommending stockholders have complied with the procedures for recommending Board nominees set forth in the Company's Corporate Governance Guidelines and/or Company bylaws.
8. Review with the Board annually the appropriate criteria and standards for determining director independence consistent with the rules of Nasdaq, the rules and regulations of the SEC and all other applicable legal requirements.

9. Monitor the orientation and training needs of directors and recommend action to the Board concerning such orientation and training needs where appropriate.

***C. Assessment of Board of Subsidiaries and Nomination of Subsidiary Directors***

1. Evaluate annually the performance and effectiveness of the board of subsidiaries and board committees of the subsidiaries.
2. Identify, recruit, screen, interview, and recommend to the Board candidates for new directors as necessary to fill vacancies or to fill additional needs of the board of subsidiaries in accordance with the Committee's Procedures for Identifying and Evaluating Candidates for Director.
3. Recommend to the subsidiary Board the number of persons to be nominated as directors of subsidiaries.
4. Recommend to the subsidiary Board candidates for membership on the various committees of the board of subsidiaries including the designation of committee Chairperson and vice Chairperson.
5. Review annually the current size of the board of subsidiaries and make any recommendations regarding the appropriate size of the board of subsidiaries.
6. Monitor the orientation and training needs of directors of subsidiaries and recommend action to the Board concerning such orientation and training needs where appropriate.

***D. Corporate Governance Guidelines, Code of Business Conduct and Ethics, and Board Committee Charters***

The Committee shall review not less than biennially the Company's Corporate Governance Guidelines and the Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.

The Committee shall also undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by law, the Board or the Company's bylaws or charter.

The authorities and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of the Company.