

## **RISK, COMPLIANCE AND PLANNING COMMITTEE CHARTER**

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### **I. Purpose**

The Board of Directors (the “Board”) of Hanmi Financial Corporation (the “Company”) is responsible for the oversight of the Enterprise Risk Management framework, including the strategies, policies, procedures and systems established by management to identify, assess, measure, and manage the significant risks facing the Company and Hanmi Bank (the “Bank”) and strategic planning for the Company and the Bank (collectively “Hanmi”). The Risk, Compliance and Planning Committee (the “Committee” or “RCPC”) will oversee this function on behalf of the full Board of Directors.

Hanmi’s enterprise risk categories will be identified by the Committee with input from management at least annually. The active oversight of significant risks that impact Hanmi is deemed by the Board to be necessary to ensure the successful, safe and sound management of Hanmi.

### **II. Composition**

The Committee shall consist of a minimum of three (3) directors. The Chairperson of the Committee shall have risk management expertise that is commensurate with Hanmi’s size, structure, complexity and risk profile.

The members of the Committee shall be appointed annually by a majority of the full Board based on the recommendation of the Nominating and Corporate Governance Committee of the Company. The Board shall designate a Chairperson and 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 and Actions**

The Committee shall have regularly scheduled quarterly meetings as determined by the Committee Chairperson or more frequently as circumstances require. A presence of a majority of the Committee members 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/or 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 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

Committee Secretary. The Committee shall report its activities regularly and directly to the Board and shall make recommendations that the Committee deems advisable.

The Committee shall have direct access to, and complete and open communications with, management and may obtain advice and assistance from internal legal, accounting or other advisors to assist it. In the course of performing its duties and responsibilities, the Committee is authorized, at the expense of the Company, to select, retain, terminate, and approve the fees and other retention terms of independent consultants, legal, accounting or others, as it deems appropriate, without seeking approval of management or the Board of Directors.

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

1. The Committee shall oversee executive management's (a) establishment of an Enterprise Risk Management Program in accordance with a recognized risk framework, (b) development of a risk appetite statement, and (c) development of Hanmi's strategic plan, goals and objectives in alignment with the risk appetite statement.
2. The Committee shall provide oversight to executive management's process for identification, assessment, measurement, mitigation and monitoring of Hanmi's significant risks in a holistic and integrated method (not duplicating, for example, the efforts of the Loan Policy Committee related to credit risks, or the Asset & Liability Committee related to Market and Liquidity risks).
3. The Committee shall monitor Hanmi's risk exposure in various risk categories and provide oversight of management's work to address significant issues arising from fluctuations in risk exposure, exceptions to policies or changes in environment (internal or external). The Committee, as required or as needed, shall provide credible challenge to management's assessments and evaluate the causal factors or likely impact of such events, and monitor action taken as a result.
4. The Committee shall review and approve annually the Enterprise Risk Management Policy, Compliance Management Program, and other policies for various risk categories (including Compliance policies, Information Technology (IT) policies, Operations and Administration policies, and Purchasing and Budgeting policies).
5. The Committee shall review and recommend to the Board the following plans and budgets for Hanmi:
  - a. Three-year strategic plan;
  - b. Shorter-term business and financial plans, and the budget crafted therefrom, and any revisions thereto.
6. The Committee shall monitor management's performance against its plans and budgets, and assess performance and provide results to the Compensation and HR Committee for its evaluation purposes by year-end.

7. The Committee shall receive reports prepared by the Corporate Strategy Department and shall review risks that may be associated with Hanmi's acquisition activities or significant new business or strategic initiatives as it may deem appropriate. The reports shall include:
  - a. Mergers & acquisition opportunities;
  - b. Branch facilities expansion, leases, closures or sales plans;
  - c. All major new business activities that management proposes to undertake; and
  - d. Any major purchases not included in budgets approved by the Committee.
8. The Committee shall provide oversight to Hanmi's Compliance/BSA function, and receive and review reports from the department managers, including:
  - a. Compliance / CRA reports;
  - b. BSA reports; and
  - c. Risk monitoring reports and remediation plans related to risks identified.
9. The Committee shall monitor management's performance against its plans for remediation and satisfaction of any regulatory order, informal or formal, and also for remediation and correction of findings and recommendations received through the regulatory examinations (Safety and Soundness Examination and Consumer Compliance Examination, including Fair Lending and Community Reinvestment Act Performance Evaluation).
10. The Committee shall consult with the CEO and concur in the appointment, evaluation, reassignment and termination of the Chief Risk Officer ("CRO"). The Committee shall consult with the CEO and the Compensation and HR Committee on the compensation of the CRO. The CRO reports to the CEO, with a dotted line to the RCPC.
11. The Committee shall review and reassess at least annually the adequacy of the Committee Charter and recommend any proposed changes to the full Board for approval. The committee shall annually review its own performance.
12. The Committee shall also undertake such additional activities within the scope of its primary function as the Board of the Committee may from time to time determine or as may otherwise be required by law, the Board, or Hanmi's by-laws or charters.

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