

HANMI FINANCIAL CORPORATION / HANMI BANK

COMPENSATION & HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE

The Board of Directors of Hanmi Financial Corporation and Hanmi Bank (the “**Board**”) has delegated to the Compensation & Human Resources Committee (the “**Committee**”) of Hanmi Financial Corporation and Hanmi Bank (collectively the “**Company**”) responsibility for recommending to the Board the overall compensation of the Company’s Chief Executive Officer (“**CEO**”) and approving the overall compensation of the Company’s Named Executive Officers (“**NEOs**”) (e.g., Section 16 officers as defined in the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)), taking into consideration the recommendation of the CEO, as well as considering and making recommendations to the Board concerning compensation, benefit plans, and implementation of sound personnel policies and practices Company wide.

The Committee shall also oversee management development and succession planning; monitor the performance of the Company’s senior management in relation to applicable corporate goals and strategies; and use its best efforts to ensure that compensation and benefits are at levels that enable the Company to attract and retain the high quality employees it needs and that are consistent with the strategic goals of the Company, internally equitable and consistent with all regulatory requirements.

This Committee is appointed by the Board of Directors to assist the Board in its responsibilities, as more fully set forth below:

- Review and approval of the Company’s overall compensation theory, plans, policies and programs as it relates to Directors, Chief Executive Officer and Named Executive Officers (NEOs) as defined above as Section 16 officers,
- Oversee management development and management succession planning,
- Review and approval of Named Executive Officers separation plan or severance agreement,
- Lead the Board in its annual review of executive management’s performance as it relates to bonus metrics for bonus payouts.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of no fewer than three (3) directors of the Company, each of whom shall: (i) meet the independence requirements of the rules of the NASDAQ Stock Market, LLC (“**NASDAQ**”); (ii) qualify as “non-employee directors” as defined in Section 16 of the Exchange Act; and (iii) qualify as “outside directors” under Section 162(m) of the Internal Revenue Code (the “**Code**”).

The members of the Committee shall be nominated by the Board upon recommendation by the Nominating and Corporate Governance Committee. The Board shall designate a Chairman and a Vice Chairman of the Committee.

III. COMMITTEE MEETINGS

The Committee shall meet at least four (4) times annually, or more often as circumstances warrant. The Committee Chairman shall preside over meetings of the Committee. If the Committee Chairman is not present at a meeting of the Committee, the Vice Chairman shall preside.

IV. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee include the following:

1. Annual Review. The Committee shall annually review or on an as needed basis, for final approval by the full Board, the overall human resources development and compensation strategy, and budget of the Company (the overall strategy will be memorialized in the Compensation Discussion and Analysis section of the Company's Proxy Filing). In conducting the annual review, the following items will be considered:
 - Executive development and compensation strategy should support the Company's business strategy and be aligned in a manner that is in the best interest of shareholders.
 - Human resources and compensation strategy should include effective compensation programs to attract, retain, train, and motivate the best possible workforce.
 - Base salary, bonus (short term incentive), equity (long term incentive) and benefits should be evaluated to determine the overall compensation strategy for Senior Management.
 - For executive management, the compensation strategy should ensure that the CEO and Named Executive Officers (NEOs) are rewarded commensurately with their contributions to the Company's growth, profitability, and the meeting of strategic goals.
2. CEO Compensation & Evaluation. The Committee shall set annual CEO goals and conduct the annual CEO review to evaluate overall performance and total compensation for the CEO. The results will be submitted to the Board for approval and will include the agreed upon goals and objectives relevant to the CEO's compensation, an evaluation of the performance of the CEO in light of those goals and objectives, and a recommendation for the CEO's compensation level based upon the evaluation. In determining the CEO's total compensation, the Committee will consider the Company's performance against strategic and financial goals set for the CEO, relative stockholder

return, and the value of total compensation, including incentive awards, to CEOs at comparable companies. The CEO shall not be present during the voting or deliberations on the compensation.

3. Recommendations from the CEO. The Committee shall evaluate recommendations made by the CEO regarding goals and associated compensation and other employment related matters such as hiring, promotions, terminations or severance payments for Named Executive Officers (NEOs), prior to review and approval by the Committee. With respect to the position of Chief Executive Auditor, after CEO's evaluation and recommendations, the Audit Committee will approve on the appropriate level of compensation.
4. Annual Incentive Compensation Plan. The Committee shall evaluate the annual executive incentive compensation plan to ensure that it is administered in a manner consistent with the Company's compensation strategy. The Committee will review the following incentive plan elements for final approval at the Board level:
 - Eligibility and participation,
 - Annual allocation of total incentive grants,
 - Recommendation to the Board on the appropriate level of incentive grant awards to be paid to the CEO.
 - The Committee shall approve incentive grants to Named Executive Officers (NEOs) within the guidelines and compensation strategy approved by the Board.
 - Corporate strategic and financial goals as they relate to total compensation,
 - Total funds reserved for payment under the plan will be approved as part of the annual strategic plan and budget approval by the Board, and
 - Yearly review of the incentive plans including equity grants and Annual Incentive Plan pay-outs.
5. Equity Compensation Plans. In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act, Regulatory Interagency Guidance, and any other applicable federal and law, the Committee shall review, for final approval at the Board level, broad based incentive compensation plans to ensure compliance with the regulations and laws.
6. Equity Incentive Plans. The Committee shall recommend to the Board that it submit to Hanmi Financial Corporation's stockholders for approval all new equity-related incentive plans with stock reserved for such plans. Additionally, the Committee shall administer the Company's long term incentive programs.
7. Management Succession Plan. On an annual basis, the Committee shall review the CEO and Management Succession Plan, with final approval at the Board level.

8. Director Compensation. The Committee shall periodically review the compensation (including benefits and incentive equity) paid to *non-employee* directors for their service on the Board and its committees and recommend any changes considered appropriate to the Board for its consideration and approval.
9. Evaluate Company-wide Compensation Strategy. The Committee shall review all Company-wide compensation strategies including but not limited to the total bonus budget and associated goals, total salary expense, including annual increase percentage, and total equity allocation, which shall receive final approval from the full Board, as part of the Strategic Plan and Budget Approval.
10. Proxy Statement. The Committee shall review and discuss the Compensation, Discussion and Analysis (“**CD&A**”) required to be included in Hanmi Financial Corporation’s annual proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) with management, and, based on such review and discussion, determine what should be recommended to the Board be so included.
11. Compliance. The Committee shall oversee the Company’s compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.
12. Compensation Committee Report. The Committee shall review and approve the annual Compensation Committee Report for inclusion in the Company’s annual proxy statement in compliance with the rules and regulations promulgated by the SEC.
13. Other Duties. The Committee shall perform any other duties or responsibilities that the Board may expressly delegate to the Committee from time to time on matters relating to the Company's compensation programs.

V. ANNUAL EVALUATION OF CHARTER & COMMITTEE PERFORMANCE

On an annual basis, the Committee shall review and assess the adequacy of this Charter and recommend any proposed changes to the full Board for approval. The Committee shall also perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including but not limited to the following factors:

- Adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board;
- Manner in which information and recommendations were discussed or debated by the Board; and
- Adequacy of the number and length of meetings held by the Committee during the year to accomplish and complete its duties and obligation in a thorough and thoughtful manner.

VI. OUTSIDE RESOURCES & SUBCOMMITTEES

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee and shall have sole authority to approve the adviser's fees and other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee may form and delegate authority to subcommittees as it deems appropriate.