

HANMI FINANCIAL CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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, among other things: (a) assist the Board by identifying individuals qualified to become Board members, (b) recommend to the Board the director nominees for the next annual meeting of stockholders, (c) assess and make recommendations to the Board regarding the size, composition, scope of authority, responsibilities and reporting obligations of each committee of the Board, (d) review, update and oversee compliance with the corporate governance guidelines applicable to the Company and (e) monitor the process to determine Board and Committee effectiveness. The Committee shall perform similar functions for its wholly owned subsidiary, Hanmi Bank, and other Company subsidiaries, if applicable.

II. Composition

The Committee shall be comprised of at least three (3) directors, each of whom shall be determined by the Board to be independent under the requirements of the Securities and Exchange Commission (the “SEC”), the Nasdaq Stock Market LLC (“Nasdaq”), any other applicable requirements of governmental or regulatory authorities and any other necessary standards of independence under the federal securities laws, as amended from time to time. The members shall be expected to have previous experience on a board of directors or similar experience regarding corporate governance matters.

The Committee members shall be appointed by the 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 and Actions

The Committee shall meet 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 also act by unanimous written consent in accordance with the terms of the Company’s bylaws.

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.
 - i. The Committee may, at its sole discretion, retain or obtain the advice of an outside advisor, legal counsel or other consultant or advisor, including a search firm;
 - ii. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes;
 - iii. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any outside advisor, legal counsel or other consultant or advisor retained by the Committee; and
 - iv. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an outside board advisor, legal counsel or other consultant or advisor retained by the Committee.
2. Review and assess at least annually the adequacy of the Committee Charter and recommend any proposed changes to the Board for approval.

3. Periodically review and assess the Company's organizational documents, Code of Business Ethics, Corporate Governance Guidelines, Insider Trading Policy and any other governance policies and recommend any proposed changes to the Board for approval.
4. Advise the Board on corporate governance matters.
5. 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 certificate of incorporation.
6. 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.

B. *Stockholder Matters*

1. Periodically review a stockholder relations report provided by management. Such report should include: monitoring institutional and other large stockholder holdings, analyst reports and a schedule and summary of management meetings with existing or potential stockholders.
2. Review and assess stockholders' feedback and periodically review and assess the Company's stockholder engagement process.
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. (i) Evaluate each stockholder proposal submitted for inclusion in the Company's proxy materials to determine whether the proposal is eligible for inclusion based on compliance with substantive and procedural requirements of the Company's bylaws, applicable corporate law and the Securities and Exchange Commission proxy rules; and (ii) recommend to the Board whether the Company shall support or oppose the proposal.
5. Periodically review proxy advisor feedback, including voting guidelines and benchmark policy recommendations.

C. *Assessment of Board and Committees and Nomination of Directors*

1. Identify, 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 in accordance with the Committee's Procedures for Identifying and Evaluating Candidates for Director.

2. Recommend qualified director nominees to the Board for 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 a Committee Chairperson and Vice Chairperson (if applicable).
4. Review at least annually the current size and areas of expertise of the Board in light of the existing needs of the Company, corporate governance trends and other areas that are expected to contribute to an effective Board and make any recommendations to 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, its committees and facilitate self-evaluations by 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 and effectiveness of the Board, its committees and directors.
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 bylaws.
8. Review with the Board annually the appropriate criteria and standards for determining director independence and diversity consistent with the rules of Nasdaq, the rules and regulations of the SEC and all other applicable legal requirements and review the determinations with respect to each Board member's independence and the overall diversity of the Board.
9. Monitor the orientation and training needs of directors and recommend action to the Board concerning such orientation and training needs where appropriate.
10. Recommend to the Board whether to accept resignations tendered by directors upon the tendering of a director's resignation who either: (i) failed to receive the number of votes cast in an uncontested election, as required by the Company's bylaws; or (ii) retires, resigns or is terminated from the primary position that such director held

when elected to the Board, as required by the Company's Corporate Governance Guidelines.

11. Determine whether to approve a director's request to join the board of directors of another company that may result in an interlocking relationship, as required by the Company's Corporate Governance Guidelines.

D. Assessment of Boards and Committees of Subsidiaries and Nomination of Subsidiary Directors

1. Evaluate annually the performance and effectiveness of the Boards of subsidiaries and board committees of the subsidiaries.
2. Identify, screen, interview, and recommend to the Board candidates for new directors as necessary to fill vacancies or to fill additional needs of the Boards of subsidiaries in accordance with the Committee's most recent needs assessment and the Procedures for Identifying and Evaluating Candidates for Director.
3. Recommend to the subsidiary Board the persons to be nominated as directors of subsidiaries.
4. Recommend to the subsidiary Board candidates for membership on the various committees of the boards of subsidiaries, including the designation of a committee Chairperson and Vice Chairperson (if applicable).
5. Review at least annually the current size and areas of expertise of the board of subsidiaries in light of the existing needs of the Company and corporate governance trends and make any recommendations to 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.

E. Corporate Sustainability Matters

The Committee will monitor the activities of the Corporate Sustainability Sub-Committee with regard to its efforts to oversee the Company's ongoing commitment to sustainable and responsible environmental practices, health and safety, corporate social responsibility, strong corporate governance, and other public policy matters relevant to the Company.