

HANMI FINANCIAL CORPORATION
COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE

The Boards of Directors of Hanmi Financial Corporation and Hanmi Bank (collectively, the “**Board**”) have delegated to the Compensation and 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 other “Executive Officers” (e.g., “**officers**,” as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). In setting the compensation of the other Executive Officers, the Committee shall take into consideration the recommendations of the CEO. In addition, the Board has delegated to the Committee the responsibility of considering and making recommendations to the Board concerning Company-wide compensation and benefit plans, and implementing sound personnel policies and practices Company wide.

The Committee shall also oversee management development and succession planning; review and approve the Company’s overall compensation plans, policies and programs; monitor the performance of the Company’s senior management in relation to applicable corporate goals and strategies; review and approve any separation plans or severance agreements for the CEO and other Executive Officers; lead the Board’s annual review of executive management’s performance as it relates to the achievement of performance metrics and bonus payments; 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 to assist the Board in its responsibilities, as more fully set forth below.

II. COMPOSITION

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 Securities and Exchange Commission (the “**SEC**”), the Nasdaq Stock Market, LLC (“**Nasdaq**”); (ii) qualify as “non-employee directors” as defined in Section 16 of the Exchange Act; and (iii) to the extent necessary to maintain tax-deductibility of performance compensation granted prior to January 1, 2018, 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 Chairperson and a Vice Chairperson of the Committee.

III. MEETINGS AND ACTIONS

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

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. 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 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 (the "CD&A")). In conducting the annual review, the following items will be considered:

- The 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 stockholders.
 - The 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 other Executive Officers 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. In determining the CEO's total compensation, the Committee will consider the Company's performance against the 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 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. The CEO shall not be present during the voting or deliberations of the Committee on the CEO's compensation.
 3. Compensation and Evaluation of Other Executive Officers. The Committee shall evaluate and approve recommendations made by the CEO regarding goals and associated compensation and other employment-related matters such as hiring, promotions, terminations or severance payments for the other Executive Officers.
 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 and make any recommended changes to the Plan for final approval by the Board:
 - Eligibility and participation,
 - Annual allocation of total incentive grants,

- The appropriate level of incentive grant awards for the CEO to be recommended to the Board for approval,
 - Incentive grants to other Executive Officers 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. Incentive Compensation Plans. In accordance with applicable law and regulation, the Committee shall review, for final approval by the Board, broad-based incentive compensation plans. Additionally, the Committee shall administer the Company's incentive programs.
 6. Equity Incentive Plans. The Committee shall review and recommend to the Board for submission to Hanmi Financial Corporation's stockholders for approval all new equity-related incentive plans, including a recommendation of the number of shares to be reserved for such plans. Upon approval of any such plans, the Committee shall determine the share grants to the CEO and other Executive Officers or shall submit its recommendations to the Company Board for approval.
 7. Management Succession Plan. On an annual basis, the Committee shall review the CEO and Management Succession Plan, with final approval by the Board.
 8. Director Compensation. The Committee shall periodically review the compensation (including benefits and 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 Board, as part of the Strategic Plan and budget approval,
 10. Oversee Health and Welfare Plans. The Committee shall oversee the administration of the Company's health and welfare plans, including the 401(k) Plan, as part of its oversight of the total compensation picture.

11. Proxy Statement. The Committee shall review and discuss with management the items 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 SEC, including the CD&A, CEO Pay Ratio and the SEC's rules requiring disclosure of executive pay compared to performance, and, based on such review and discussion, recommend to the Board for inclusion.
12. 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.
13. 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.
14. 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. In addition, the Committee shall perform such other activities consistent with this Charter, the Company's Amended and Restated Bylaws and governing law as the Committee or the Board deems appropriate.

V. ANNUAL EVALUATION OF CHARTER AND 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 obligations in a thorough and thoughtful manner.

VI. OUTSIDE RESOURCES

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any compensation consultant, legal counsel or other adviser (each an “**Adviser**”) to assist it in the performance of its duties. 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, other than in-house legal counsel, retained by the Committee. The Committee may select, or receive advice from, an Adviser only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the Adviser;
- the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
- the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the Adviser with a member of the Committee;
- any stock of the Company owned by the Adviser; and
- any business or personal relationship of the Adviser with an Executive Officer of the Company.

Nothing in this Section VI shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the Adviser; or (ii) to affect the ability or obligation of Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee is required to conduct this independence assessment with respect to any Adviser, other than in-house legal counsel. Nothing in this Section VI requires an Adviser to be independent, provided that the Committee perform this independence assessment with respect to each such Adviser before receiving such advice. Notwithstanding the foregoing, the foregoing independence assessment will not be required of any Adviser whose advice is limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of Executive Officers or directors of the Company and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the Adviser, and about which the Adviser does not provide advice.