

HANMI FINANCIAL CORPORATION CORPORATE GOVERNANCE GUIDELINES

(Revised February 22, 2012)

I. Introduction

The Board of Directors (the “Board”) of Hanmi Financial Corporation (the “Company”), acting on the recommendation of its Nominating, Corporate Governance and Compensation Committee (the “NCGC Committee”), has developed and adopted a set of corporate governance principles (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. The Guidelines, as applicable, shall be followed by the Company’s subsidiaries, including Hanmi Bank (the “Bank”).

II. Board Composition

Board Size

The Bylaws of the Company currently provide for a range of the number of directors from five (5) to eleven (11), with the exact number to be fixed by resolution of the Board of Directors. The NCGC Committee will periodically review the size of the Board and balance necessary experience, expertise and independence with a membership that is not too large to function efficiently.

Director Independence

A majority of the Board shall be independent directors as defined under the listing standards of The NASDAQ Stock Market (“NASDAQ”). The NASDAQ independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible to affirmatively determine as to each independent director that no relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will review information provided by the directors and the Company with regard to each director’s business and personal activities as they may relate to the Company and the Company’s management.

Director Qualifications

The NCGC Committee is responsible for reviewing and assessing with the Board the appropriate skills, experience, and background sought of Board members in the context of our business and the then-current membership on the Board. This assessment

of Board skills, experience, and background includes numerous diverse factors. The Board must be comprised of members possessing high personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. Directors must also have an inquisitive and objective perspective, practical wisdom, mature judgment and good business sense. Directors should also possess a broad range of skills, expertise, industry knowledge and contacts useful to the Company's business. Inasmuch as the Company was formed to be the parent company of the Bank, a community bank, good community relations, positive reputation, business contacts and an ability to bring business to the Bank are factors that are also considered in determining eligibility for nomination to the Board. Board members must also possess or develop the ability to understand board reports, a basic understanding of applicable laws and regulations, and a basic understanding of financial accounting and related issues. Finally, directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time.

The priorities and emphasis of the NCGC Committee and of the Board with regard to these factors change from time to time to take into account changes in the Company's business and other trends, as well as the portfolio of skills and experience of current and prospective Board members. The NCGC Committee and the Board review and assess the continued relevance of and emphasis on these factors as part of the Board's annual self-assessment process and in connection with candidate searches to determine if they are effective in helping to satisfy the Board's goal of creating and sustaining a Board that can appropriately support and oversee the Company's activities effectively.

Selection of New Director Candidates

The Board should be responsible for selecting its own members. The Board delegates the screening process involved to the NCGC Committee, with the expectation that other members of the Board, and of management, will be requested to take part in the process as appropriate. The NCGC Committee shall solicit and receive recommendations, and review qualifications of, potential candidates to serve on the Board. The NCGC Committee shall recommend to the full Board candidates for election to the Board, which candidates may include candidates recommended by stockholders, *provided* that the recommending stockholders have complied with the procedures for recommending Board nominees set forth in these Guidelines.

Term and Age Limits

The Board does not believe it should establish term limits. While term limits could help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole.

The Board does not believe it should establish a mandatory retirement age. As long as the director is physically and mentally able and continues to meet the qualifications of a director as described above, the director should be allowed to continue on in his capacity regardless of any age limit. As part of its responsibilities, the NCGC Committee will consider each director's continuation on the Board at the expiration of his term and before the director is considered to re-nomination and re-election.

Stock Ownership

Each director is encouraged to own shares of common stock of the Company at a level that demonstrates a meaningful commitment to the Company and the Bank, and to better align the director's interests with the Company's stockholders. A director's stock ownership will be one of the factors considered in deciding whether to nominate or appoint a director to the Board of Directors of the Bank.

Other Commitments and Certain Interlocking Relationships

The Board believes that directors must have sufficient time to carry out their duties and responsibilities effectively. Accordingly, all directors shall comply with the requirements of the Depository Institutions Management Interlocks Act (the "Act"). The Act prohibits a director, officer or branch manager ("Management Officials") of the Bank from contemporaneously serving in a management capacity of a competing financial institution. Management Officials of a financial institution (or their affiliates) with assets of more than \$2.5 billion may not also occupy a management position of a financial institution with assets greater than \$1.5 billion, regardless of the location of the two depository organizations. Financial institutions having total assets of \$50 million or more that have offices in the same relevant metropolitan statistical area may not have the same directors or officers. Finally, a Management Official of a depository organization may not serve at the same time as a Management Official of an unaffiliated depository organization if they, or their affiliates, have offices in the same community.

The Act further provides a small market share exemption where the institutions hold in the aggregate, not more than 20 percent of the deposits in each relevant metropolitan statistical area or community, and a general exemption where the regulators find that the interlock would not result in a monopoly or substantial lessening of competition. Finally, a Management Official would be required to terminate his service or apply for an exemption if a change in circumstances causes the service to become prohibited.

As such, directors of Hanmi Financial Corporation and Hanmi Bank are discouraged from serving on other boards without getting approval from the board of Hanmi Financial Corporation. An exception to this policy may be granted by the Board only when it determines that there is a compelling basis for allowing such interlocking relationships that outweighs the potential risks of divided loyalty, conflicts of interest and confidentiality. Accordingly, any director desiring such interlocking relationships must submit to the NCGC Committee a written request in support of his or her basis for an exception to this policy.

Change of Job Responsibility

A director who resigns or is terminated from the primary position that such director held when elected to the Board shall tender his or her resignation as a director to the NCGC Committee, effective upon the Board's acceptance of the resignation. The NCGC Committee will review the desirability of the director's continued service on the Board under the circumstances and will make a recommendation to the Board as to whether or not the Board should accept the resignation.

III. Responsibilities of the Board of Directors

Primary Responsibilities

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Delaware law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company and its stockholders. The Board's detailed responsibilities include:

- Selecting, regularly evaluating the performance of, and approving the compensation of the Chief Executive Officer and other senior executives;
- Planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other senior executives;
- Reviewing and, where appropriate, approving the Company's major financial objectives, strategic and operating plans and actions;
- Overseeing the conduct of the Company's business and assessing the Company's business risks to evaluate whether the business is being properly managed; and
- Overseeing the processes for maintaining the integrity of the Company with regards to its financial statements and other public disclosures, and compliance with law and ethics.

The Board of Directors has delegated to the Chief Executive Officer, working with the other executive officers of the Company, the authority and responsibility for managing the business of the Company in a manner consistent with the standards and practices of the Company, and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and management are responsible to seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

Code of Conduct

Members of the Board of Directors shall act at all times in accordance with the requirements of the Company's Code of Business Conduct and Ethics, which shall be applicable to each director in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law.

Indemnification

Each director shall be entitled to indemnification with respect to such director's service on the Board and any committee of the Board pursuant to reasonable director and officer liability insurance purchased by the Company on his or her behalf, the Company's charter and by-laws and any contractual arrangements between such director and the Company providing for director indemnification.

IV. Meetings of the Board

Directors are expected to attend all annual shareholders meetings, Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

At the beginning of the year, the Chairman of the Board and each committee chairman will establish a schedule of subjects to be discussed during the year (to the degree this can be foreseen). Each Board member shall be free to suggest the inclusion of items on the schedule.

The Chairman of the Board, in consultation with the Chief Executive Officer, will also establish the agenda for each Board meeting. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors, in a timely manner, before the meeting, and directors should review these materials in advance of the meeting. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The Company's independent directors will meet in executive session at least two times a year. The director who presides at these meetings will be the Chairman of the Board, as long as he or she is an independent director, and otherwise will be chosen by the independent directors.

V. Committees of the Board

Numbers and Composition of Committees

The Company will have at all times Audit; Nominating, Corporate Governance and Compensation Committee; and Planning Committees. The responsibilities of each committee and any membership requirements are contained in the Company's Bylaws and a charter approved by the Board. The Company complies with all applicable NASDAQ listing standards and regulatory requirements concerning the membership of Board committees, including those with respect to the independence of the directors who serve on those committees. Employees of the Company do not serve on any of the committees other than the Planning Committee. The NCGC Committee reviews the committee structure of the Board and the membership of the various committees at least annually and makes recommendations for any changes to the Board. Each committee will undertake an annual review of its charter, and will work with the NCGC Committee and the Board to make such revisions as are considered appropriate.

Each committee has the authority to engage outside experts, advisers and counsel to the extent it considers appropriate to assist the committee in its work. Each committee will regularly report to the Board concerning the committee's activities.

The Audit Committee is responsible for the hiring, oversight and compensation of the independent registered public accounting firm that audit the Company's financial statements, and for monitoring the effectiveness of the Company's internal financial and accounting organization and controls and financial reporting.

The NCGC Committee reviews and reports to the Board on matters of corporate governance (that is, the relationships of the Board, the stockholders and management in determining the direction and performance of the Company) and reviews and addresses these Guidelines and recommends revisions as appropriate. The committee reviews all proposals submitted by stockholders for action at the Annual Stockholders' Meeting, and recommends action by the Board with regards to each such proposal. The committee makes recommendations to the Board regarding the size and composition of the Board, establishes procedures for the nomination process, recommends candidates for election to the Board and nominates employees for election as executive officers by the Board.

In addition, the NCGC Committee reviews and determines salaries and other matters relating to compensation of the executive officers of the Company, and administers the Company's equity incentive plans (including reviewing, recommending, and approving equity grants to executive officers).

The Planning Committee has the duty and responsibility to work in concert with senior management to develop the Company's long-term strategic plan and management's general philosophy and vision of the Company's future. The Planning Committee reviews and recommends short-term business plans that translate long-term goals into specific measurable targets. In addition, the Planning Committee is tasked

with establishing planning, review and approval process for major new activities that management proposes to undertake. The Planning Committee also monitors the planning activities and the Company's performance against its plans and budget.

Committee Chairpersons and Membership

The Board, upon recommendation of the NCGC Committee, shall designate a chairman and a vice chairman of each committee. When appointing the chairman of each committee, the Board shall consider the knowledge and expertise of the candidate in the committee's main area of responsibility, leadership abilities, independence from management and areas of expertise.

Board Committee assignments and Board committee chair positions are reviewed each year by the NCGC Committee and approved by the Board. The Board does not have a strict committee rotation policy, but may, upon recommendation of the NCGC Committee, change committee assignments and chair positions periodically, with a view towards balancing director experience and interest, committee continuity and needs, and evolving legal and regulatory considerations.

Committee Meeting Procedures

The Committee Chairman, in consultation with the Committee members, determines the frequency of Committee meetings. Directors are expected to attend meetings of the Committees on which they sit and to spend the time needed to discharge their responsibilities as members of those Committees. The agenda and any background materials for Committee meetings may be developed in consultation with Committee members, management, or the executive officer responsible for supporting the Committee and are circulated in advance of a meeting whenever practical. Committee members are expected to review these materials in advance of the meeting. The Committee Chairmen report to the Board after each meeting, and minutes of the Committees are circulated to the Board.

Chairman of the Bank Board

The Board of Directors of the Bank, upon the recommendation of the NCGC Committee, shall designate a Chairman of the Bank Board. The Chairman of the Bank Board shall set the meeting agendas and shall preside over each Bank Board meeting. If the chairman is not present at a meeting of the Bank Board, the Chief Executive Officer of the Bank shall preside. In appointing the position of chairman, the Bank Board shall consider the knowledge and expertise of the candidate in the business of the Bank and complementary business experience, leadership abilities, independence from management and areas of expertise

VI. Director Access to Officers, Employees and Independent Advisors

Directors shall have full and free access to officers and employees of the Company and the Bank. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and the Bank and will, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company and the Bank. Non-employee directors are encouraged to consult with employees of the Company and the Bank without senior management present.

The Board may invite members of senior management or other key personnel of the Company and the Bank to Board and committee meetings to make presentations and provide additional insight on items being discussed.

The Board, its committees and the non-employee directors shall have the right at any time to retain independent outside financial, legal or other advisors as they may deem necessary, without the necessity of consulting or obtaining the approval of any officer of the Company in advance.

VII. Communications to the Board, Independent Directors or the Audit Committee

The Company's stockholders and interested parties may send communications to the Board at Hanmi Financial Corporation, 3660 Wilshire Blvd., PH-A, Los Angeles, California 90010, Attention: Board of Directors.

Any interested party wishing to communicate directly with the Company's independent directors regarding any matter may send such communication in writing to the Company's independent directors at Hanmi Financial Corporation, 3660 Wilshire Blvd., PH-A, Los Angeles, California 90010, Attention: Chairman of the Board.

Any interested party wishing to communicate directly with the Audit Committee regarding any matter, including any accounting, internal accounting or auditing matter, may submit such communication in writing to Hanmi Financial Corporation, 3660 Wilshire Blvd., PH-A, Los Angeles, California 90010, Attention: Chairman of the Audit Committee.

Any submissions to the Chairman of the Board or Audit Committee may be anonymous and/or confidential.

The status of all outstanding concerns addressed to the Board, the independent directors or the Audit Committee will be reported to the Chairman of the Board and the Chairman of Audit Committee, respectively, on a quarterly basis. The Chairman of the Board or the Chair of the Audit Committee may direct that certain matters be presented to

the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company is prohibited from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

VIII. Chief Executive Officer Evaluation and Management Succession

The Chief Executive Officer of the Company shall report directly to the full Board. The NCGC Committee shall conduct an annual review of the Chief Executive Officer performance, as set forth in its charter. The Board shall review the NCGC Committee's report in order to ensure that the Chief Executive Officer is providing the best leadership for the Company in the long- and short-term.

The Board will periodically review with the NCGC Committee and the Chief Executive Officer a succession plan for the Chief Executive Officer and other senior executives of the Company, including (a) profiles of ideal candidates for senior executives in accordance with the Company's business strategy and leadership needs and

(b) plans for interim management of the Company in the event that the Chief Executive Officer or any other senior executive retires, becomes disabled or is otherwise unable to fulfill his or her duties. The Board will consider the recommendations and evaluations of potential successors from the Chief Executive Officer and the NCGC Committee, along with a review of any development plans recommended for such individuals.

In the event of the death, resignation, retirement or incapacity of the Chief Executive Officer, the Board shall immediately call a meeting to address the selection of a temporary or permanent replacement.

IX. Compensation of Directors

The NCGC Committee shall evaluate annually the appropriate level of compensation for Board and committee service by non-employee directors and, based upon such evaluation, recommend to the Board the level of compensation that the NCGC Committee deems appropriate. The Company management shall report to the NCGC Committee regarding how the Company's director compensation practices compare with those of other public and peer group corporations. Any change in Board compensation shall be made upon the recommendation of the NCGC Committee, and following discussion and approval by the full Board.

X. Annual Performance Evaluation

The Board will conduct an annual evaluation to determine whether the Board and its committees are functioning effectively. The NCGC Committee will 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 NCGC 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 Board shall then take appropriate action based on the Board's findings regarding the assessment and performance evaluation. The Board and director evaluation process should consider the best interests of the Bank, its Board, its employees, its customers and the stockholders of the Company. The assessment will also include director succession planning expected future needs of the Board and the Company, so as to ensure that Board effectiveness is not diminished during periods of transition.

XI. Director Orientation and Continuing Education

All directors are expected to be knowledgeable about the Company and the Bank and the industry and market in which it operates. This knowledge is gained from attendance at Board meetings, periodic director training sessions, regular meeting with management of the Company and the Bank, reading of appropriate industry, corporate governance and directorship literature (including the Company and the Bank's policies and procedures, Corporate Governance Guidelines and the Code of Business Conduct and Ethics), and attendance at educational seminars.

Each director is responsible for keeping up to date on industry trends and changing rules and regulations so as to properly fulfill their duties and responsibilities as director of the Company and the Bank. Therefore, each director will be required to complete a minimum of 16 hours of continuing education annually. The requirement may be met through attendance at director training seminars, industry conferences, regulatory agency sponsored workshops, webinars, telephone briefings, and in-house training by management. The directors are also encouraged to seek out education programs that specifically address matters related to the business of the committees on which they sit.

Expenses for the required director continuing education courses will be covered by the Company/Bank, with prior approval from the Chairman of the Board.

XII. Recommendations of Directors

All applications or recommendations for Board membership received by the Company will be referred to the NCGC Committee for consideration. The NCGC

Committee will also consider recommendations by stockholders for directors to be nominated, *provided* that any such recommendation complies with the procedures set forth below.

Recommendations by any stockholder of a candidate for election as a director of the Company must be submitted in writing to the Chairman of the NCGC Committee at the Company's principal executive offices no later than the last business day of January of the year the Company's next Annual Meeting of Stockholders will be held, for consideration at such Annual Meeting. Stockholders shall include in such recommendation: (a) the name, age and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of voting stock of the Company owned by each proposed nominee; (d) the name and residence address of the notifying stockholder; (e) the number of shares of voting stock of the Company owned by the notifying stockholder; and (f) a letter from the proposed nominee indicating that such proposed nominee wishes to be considered as a nominee for the Board and will serve as a member of the Board if elected. In addition, each recommendation must set forth in detail the reasons why the notifying stockholder believes the proposed nominee meets the criteria set forth in this Corporate Governance Guidelines for serving on the Board. The NCGC Committee will consider candidates recommended by stockholders utilizing the same criteria as candidates identified by the NCGC Committee.

XIII. Board and Committee Minutes and Confidentiality Policy

Board and Committee Minutes

The Board shall ensure that the minutes of Board and committee meetings document all meaningful discussions and decisions on Company and committee matters, such as management and financial reports, and identification and mitigation of risk. All Board and committee minutes, while not a transcript of the meeting, shall be both accurate and complete, and should provide an appropriate level of detail so as to give insight into the Company's activities. Board and committee minutes shall record, at a minimum, a summary of the following information:

- Staff presentations on matters before the Board or committee for its consideration;
- Reasons expressed by Board or committee members for favoring or opposing a particular decision or recommendation;
- Where the vote is not unanimous, the vote count for and against items that have come before the Board or committee, as well as any dissent expressed by Board or committee members relative to a decision or recommendation; and
- The attendance and participation of individual Board, committee members, and guests, including those who joined or left at meeting at various times.

Directors and committee members should assume that many important groups will read the minutes closely, for example, attorneys or bank examiners. Plaintiff's attorneys may be able to obtain Board or committee minutes as a part of the litigation process involving stockholders or outside claimants. Board and committee meetings on sensitive matters with the Bank's counsel present should be recorded in separate minutes marked "Privileged and Confidential," kept in a separate legal file from normal minutes and should not be released to anyone outside the Company without advice of counsel.

The Chairman of the Board and the Chairman of each committee shall be responsible for assigning a competent person, usually the Board or committee secretary, to record minutes. The person who performs this function should understand the Board and committee's responsibilities. Minutes should be prepared timely, promptly circulated for review and approved at the next Board or committee meeting, to the extent practicable. Relevant documents, such as reports or resolutions, should be attached to the minutes of the meeting.

Confidentiality Policy

It is the policy of the Company and the Bank to comply with all federal and state laws pertaining to the privacy and confidentiality of customer information. Each director of the Bank shall abide by the confidentiality policy of the Company and the Bank. This confidentiality policy shall apply to all confidential Company/Bank information however obtained, including but not limited to discussions at Board meetings. In addition, each director of the Company and the Bank shall have executed a Confidentiality Agreement.

1. General Policy. Nonpublic information concerning the Company/Bank, its suppliers, customers, depositors and employees is considered confidential and is to be used for Company/Bank purposes only. Confidential information about customers cannot be used to further personal, familial or other interests or the interests of another customer. Information regarding any business conducted cannot be disclosed to outside individuals (unless properly authorized by the Company, the Bank, its customer, etc.) and may not be used for personal gain.

2. Safeguarding Confidential Information. Safeguarding the confidential information concerning the Company/Bank's customers is essential in maintaining the public's trust and is required by law. Information is to be used for Company/Bank purposes and not as a basis for personal gain. Information shall not be disclosed to persons outside the Company/Bank, including family or associates, or to Company/Bank employees who do not have a business reason for knowing the information. Exceptions are routine credit inquiries, legally required disclosures and authorized release of information by the customer.

3. Public Disclosure. Financial or other information regarding the Company and the Bank is not to be released to any outside person or organization unless it has been

published in reports to stockholders or otherwise made public. All news media inquiries must be referred to the Chief Executive Officer of the Company and the Bank.

4. Material Inside Information. As described above under the “Insider Trading” heading in Section III.B (Conflict of Interest Policy) of Code of Business Conduct and Ethics for Directors of the Company, the unauthorized use or disclosure of “material inside information” subjects a director, the Company, the Bank, and third

parties to whom the information is communicated to penalties under federal and state securities laws. If a director possesses such material inside information, the director must not disclose such information and must not trade in or recommend the purchase or sale of the securities involved until after the information is actually disseminated to the public.

5. Board Communication with the Public or Media. The Board believes that the management speaks for the Company and the Bank and has delegated authority to the Chief Executive Officer and his designees. All inquiries and interaction with members of the media, press or other outside parties should be referred to the Chief Executive Officer who has designated the Chief Marketing Officer as the main contact for any discussions or release of Bank or Company information. The Chief Executive Officer has delegated authority to the Investor Relations Officer and the Chief Financial Officer to respond to inquiries from the investment community.

Individual directors may, from time to time, be called to meet or otherwise communicate with various constituents involved with the Company/Bank. However, it is expected that the directors will do this (i) only with the knowledge of management, (ii) in compliance with Company and Bank policy, compulsory legal process and disclosure requirements, and (iii) absent unusually circumstances or as contemplated by the committee charters, only at the request of management.

6. Enforcement. As provided in the Company’s Code of Business Conduct and Ethics (“Code”), any complaints or observations of violations of the Code, including but not limited to breaches of the confidentiality policy or other misconduct, must be promptly reported to the Audit Department (Audit Dept Manager). The Audit Department will promptly investigate all reported potential Code violations. Whether a director is identified or remains anonymous, a director’s contact with the Audit Department will be kept strictly confidential to the extent reasonably possible within the objectives of this Code. A director’s cooperation in the investigation will be expected.

If the investigation indicates that a violation of the Code has probably occurred, the Audit Committee of the Board will take such action as it believes to be appropriate under the circumstances. If the Audit Committee of the Board determines that a director is responsible for a Code violation, he or she will be subject to disciplinary action up to and including termination of service and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action also may be taken to deter any future Code violations. All disclosures or reports received by the Audit Department or the Legal

Department regarding a potential conflict of interest or Code violations involving a director will be disclosed to and reviewed by the Audit Committee and reported to the BSA Department for disposition as to whether a Suspicious Activity Report (SAR) should be filed.

XIV. Review of and Changes to the Corporate Governance Guidelines

The NCGC Committee shall be responsible for reviewing these Corporate Governance Guidelines not less than annually and recommending any proposed changes to the full Board for approval.

Revised February 15, 2012 (Jean Lim, SVP & NCGC Committee Secretary)
Approved and adopted by the Board of Directors: February 22, 2012