



**HANA FINANCIAL GROUP INC.**

**U.S. RESOLUTION PLAN**

**PUBLIC SECTION**

**DECEMBER 2013**

*This document may contain forward-looking statements to provide explanations of Hana Financial Group's businesses and results of operations. These forward-looking statements reflect our current views with respect to future events and performance, and are generally identified by the use of forward-looking terminology, such as "expect", "plan", "intend", and similar expressions. You are cautioned not to place undue reliance in these forward-looking statements, which reflect management's current analysis of future events. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.*

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## 1. Introduction

### *U.S. resolution plan rules*

In September 2011, the Federal Deposit Insurance Corporation (“FDIC”) and the Board of Governors of the Federal Reserve System (“FRB”) issued a final rule (“Joint Rule”) implementing Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. This rule requires foreign banking organizations that are treated as bank holding companies (“BHCs”) under Section 8(a) of the International Banking Act with total global consolidated assets of U.S. \$50 billion or more to submit periodically to the FRB and the FDIC a plan for the rapid and orderly resolution in the event of material distress or failure of the U.S. operations of the BHC.

Because Hana Financial Group Inc. (“HFG”) and, together with its subsidiaries, the “Group”) is a BHC<sup>1</sup> under the International Banking Act, it has prepared this resolution plan (the “U.S. Resolution Plan”) in accordance with the Joint Rule. All information provided in the U.S. Resolution Plan is as of December 31, 2012 unless specified otherwise.

### *Overview of HFG’s Global Operations*

HFG is a publicly-traded financial holding company established and organized under the Financial Holding Companies Act of Korea with its head office in Seoul, Korea. HFG offers a diverse line of financial products and services through its numerous subsidiaries, including Hana Bank and Korea Exchange Bank (“KEB”). Based on total asset value, HFG is the third largest financial group in Korea. In addition, the Group has the largest overseas network among Korean financial service providers. As of December 31, 2012, HFG’s consolidated assets totalled approximately KRW 284.9 trillion (U.S. \$266.0 billion) and its consolidated liabilities (including deposits) totalled approximately KRW 264.6 trillion (U.S. \$247.0 billion).<sup>2</sup>

To create a more customer-centered organization, the Group has organized its businesses into three core business units (“BUs”), enabling the Group to offer products and services tailored to meet the individual needs of its clients by operating its major businesses as a single, large-scale enterprise.

### *Personal and Commercial Banking BU*

The personal and commercial banking BU offers a wide range of financial services to a diversified group of retail customers, including individuals and small- and medium-sized enterprises. Services offered by the personal and commercial banking BU include retail banking, private banking, credit cards, insurance, trusts, corporate pension plans and customized products and solutions specifically developed to meet individual customers’ needs.

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<sup>1</sup> HFG was “treated” as a bank holding company as of December 31, 2012, but it has become a bank holding company after acquisition of HBC as described in footnote 3 below.

<sup>2</sup> US dollar figures were converted from the numbers in the HFG’s restated financials issued on Nov. 14, 2013, using an exchange rate of 1,071.10 KRW/USD, which was the spot exchange rate at the beginning of December 31, 2012. For the sake of consistency, all figures in the U.S. Resolution Plan originally denominated in Korean Won were converted into US dollars using the same spot exchange rate.

### Corporate and Investment Banking BU

HFG's corporate and investment banking BU is organized to meet the needs of large corporate clients. Corporate activities include providing banking services to large corporations, and investment banking activities include assistance with various capital market funding activities.

### Asset Management BU

The asset management BU offers targeted service to high-net-worth individuals and institutional investors. HFG is Korea's foremost provider of comprehensive asset-management services, including customized tax planning and total life care services as well as one-stop comprehensive service for stocks, derivatives, bond, deposits and advisory services.

### *U.S. Operations*<sup>3</sup>

HFG operates in the U.S. through the New York Agency of Hana Bank (the "Hana NY Agency"), KEB NY Financial Corp. ("KEB NY"), KEB LA Financial Corp. ("KEB LA") and KEB USA International Corp. ("KEB USA"). The Hana NY Agency engages primarily in wholesale banking services. KEB NY and KEB LA engage primarily in various corporate lending and trade financing activities. KEB USA serves as a representative office for KEB and facilitates U.S. dollar-denominated wire transfer services on behalf of KEB's customers in Korea.

## 2. **Core Business Lines**

The Joint Rule defines Core Business Lines ("CBLs") as those business lines of the covered company, including associated operations, services, functions and support, that, upon failure, would result in a material loss of revenue, profit or franchise value. Under the Joint Rule, because HFG is a foreign banking organization, the scope of the CBL analysis is limited to those operations conducted in whole or material part in the United States. HFG has determined that none of its U.S. operations satisfies the Joint Rule's definition of a CBL for U.S. resolution planning purposes.

## 3. **Material Entities**

The Joint Rule defines Material Entities ("MEs") as those legal entities of HFG that are significant to the activities of a CBL or critical operation. Under the Joint Rule, because HFG is a foreign banking organization, the scope of the ME analysis is limited to those entities domiciled, or who conduct operations in whole or material part, in the United States. Because HFG has no CBLs or critical operations in the United States under the Joint Rule, none of its U.S. entities are MEs under the Joint Rule.

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<sup>3</sup> On August 30, 2013, HFG acquired 52.3% of BNB Financial Services Corporation, now known as Hana Bancorp, Inc. ("HBC"), a bank holding company whose U.S. subsidiaries include BNB Hana Bank, BNB Real Estate Holding, BNB Funding Corp., and BNB Statutory Trust I, and through a subsequent tender offer, HFG's ownership interest in HBC increased to 71.4%. As of December 31, 2012, HBC and its subsidiaries had total consolidated assets of US\$337.5 million. Because the closing of HFG's acquisition of HBC occurred after December 31, 2012, these entities are not reflected in the current U.S. Resolution Plan, but will be duly considered for the filing in 2014.

#### 4. Summary financial information regarding assets, liabilities, capital and major funding sources

The following table summarizes the consolidated balance sheet of HFG as at December 31, 2012.<sup>4</sup>

[Unit: millions of Korean won]

	<b>December 31, 2012</b>
<b>Assets</b>	
Cash and due from banks	18,890,870
Financial assets held-for-trading	14,888,324
Financial assets designated at fair value through profit or loss	65,212
Available-for-sale financial assets	25,468,201
Held-to-maturity investments	7,219,480
Loans receivable	196,435,133
Derivative assets used for hedging purposes	167,520
Investments in associates and joint ventures	881,947
Property and equipment	2,700,331
Investment property	502,823
Intangible assets	1,645,210
Deferred income tax assets	18,772
Current tax assets	49,109
Non-current assets held for sale	1,439
Other assets	15,977,352
<b>Total assets</b>	<b>284,911,723</b>
<b>Liabilities</b>	
Financial liabilities held-for-trading	3,958,019
Financial liabilities designated at fair value through profit and loss	4,355,636
Deposits	178,262,815
Borrowings	22,361,914
Debentures	32,432,503
Derivative liabilities used for hedging purposes	14,151
Post-employment benefit obligation	109,429
Provisions	438,055
Deferred income tax liabilities	300,629
Current tax liabilities	50,589
Other liabilities	22,285,278
<b>Total liabilities</b>	<b>264,569,018</b>
<b>Equity</b>	
Issued capital	1,215,249
Hybrid equity securities	299,121
Capital surplus	6,814,903
Capital adjustments	(80,949)
Accumulated other comprehensive income	301,406
Retained earnings	7,174,864
<b>Equity attributable to equity holders of the parent</b>	<b>15,724,594</b>
<b>Non-controlling shareholders' equity</b>	<b>4,618,111</b>
<b>Total equity</b>	<b>20,342,705</b>

<sup>4</sup> Please note that on November 14, 2013, HFG restated its financial statements for FY 2012 due to changes in applicable accounting policy. As such, these figures are not materially different from the numbers contained in HFG's Annual Report. The applicable KRW/USD exchange rate is 1,071.10.

[Unit: millions of Korean won]

**December 31, 2012**

<b>Total liabilities and equity</b>	284,911,723
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The following table summarizes the capital ratios of HFG, Hana Bank and KEB as of December 31, 2012.

	<b>Capital Adequacy (as at Dec. 31, 2012)</b>		
	<b>HFG</b>	<b>Hana Bank</b>	<b>KEB</b>
BIS Capital Ratio (actual)	11.65%	13.90%	13.59%
Tier 1 Capital Ratio (actual)	8.15%	9.61%	11.06%

## 5. **Derivative and hedging activities**

None of HFG's U.S. entities and offices is a party to any swaps, repurchase agreement, or derivative transactions, and therefore, HFG does not have any exposure related to such activities in connection with its U.S. operations.

## 6. **Memberships in material payment, clearing and settlement systems**

HFG uses payment, settlement and clearing systems to conduct its operations and meet customer needs. In particular, the Hana NY Agency uses the Fedwire Funds Service and the Society for Worldwide Interbank Financial Telecommunication ("SWIFT") messaging service while KEB NY and KEB LA use the SWIFT messaging service. These systems are used by HFG's U.S. operations to facilitate customer payment services and to support the U.S. operations' financial market activities.

## 7. **Foreign operations**

HFG currently operates in 24 countries across six continents. Historically, HFG's expansion has been focused on Asian markets. Asian markets have demonstrated their growth potential under the weight of the financial and budgetary crises that are impairing the advanced economies.

HFG has multiple subsidiaries and branches in China and recently opened offices in a number of countries in Southeast Asia. HFG also possesses Korea's largest network in the Middle East, through which HFG provides competitive foreign exchange and trade finance services to Korean corporations in the area.

## 8. Material supervisory authorities

HFG is subject to the laws and regulations that are a condition for authorization to conduct banking and financial services business in each country of incorporation and operation. These requirements are largely prescribed on a jurisdictional basis by the applicable government, central bank, regulatory authorities or other applicable bodies.

HFG, Hana Bank and KEB are regulated by the Korean Financial Services Commission and Financial Supervisory Service. Hana Bank and KEB are also regulated by the Korean Ministry of Strategy and Finance and Financial Services Commission in connection with their foreign exchange businesses. Because HFG is a foreign banking organization treated as a bank holding company, the FRB has general regulatory oversight over HFG and its U.S. entities in connection with their U.S. operations. The Hana NY Agency is principally regulated by the New York State Department of Financial Services (the “NYDFS”). KEB LA is licensed and regulated by California State Division of Corporations. KEB USA, which serves as a representative office for KEB, is licensed by the NYDFS as a money transmitter, and is regulated by both the FRB and the NYDFS.

## 9. Principal officers

Information regarding HFG’s Board of Directors is presented in the following table.

<b>HFG BOARD OF DIRECTORS</b>		
Standing Directors		
Name	Appointed	Title
Jung-tai Kim	2007	Chairman and CEO (HFG)
Heung-sik Choe	2012	President (HFG), Head of Corporate Center (Group)
Jong-jun Kim	2012	Vice Chairman (HFG), Head of Personal and Commercial Banking BU (Group), President and CEO (Hana Bank)
Yong-ro Yun	2011	Vice Chairman (HFG) Head of Corporate and Investment Banking BU (Group), President and CEO (KEB)
Independent Directors		
Name	Appointed	Title
Noh-choong Huh	2009	Chairman of the Board of Directors
Gyoung-gyu Choi	2010	Independent Director
Sang-bin Lee	2012	Independent Director
Bong-soo Park	2012	Independent Director
Deog-nam Hwang	2012	Independent Director
Kwang-suon Chung	2013	Independent Director
Moon-kyu Park	2013	Independent Director
Chan-seok Oh	2013	Independent Director

Information regarding HFG’s principal management is presented in the following table.

<b>HFG PRINCIPAL MANAGEMENT</b>	
Name	Title
Jung-tai Kim	Chairman and CEO (HFG)
Heung-sik Choe	President (HFG), Head of Corporate Center (Group)

<b>HFG PRINCIPAL MANAGEMENT</b>	
<b>Name</b>	<b>Title</b>
Jong-jun Kim	Vice Chairman (HFG), Head of Personal and Commercial Banking BU (Group), President and CEO (Hana Bank)
Yong-ro Yun	Vice Chairman (HFG) Head of Corporate and Investment Banking BU (Group), President and CEO (Korea Exchange Bank)
Chang-sup Rhim	Vice Chairman (HFG), Head of Asset Management BU (Group), President and CEO (Hana Daetoo Securities)
In-hwan Kim	Deputy President; Chief Strategy Officer (HFG)
Young-ho Lim	Deputy President; Chief Human Resources Officer (HFG)
Eun-hyung Lee	Deputy President; Chief Global Strategy Officer (HFG)
Bong-han Cho	Deputy President; Chief Information Officer (HFG) President and CEO (Hana I&S)
Byung-hyun Ann	Senior Executive Vice President; Chief Risk Officer (HFG)
Jin-yong Chung	Executive Vice President; Compliance Officer and Chief Consumer Protection Officer (HFG)
Ig-soo Lee	Executive Vice President; Public Relations Officer (HFG)
Jae-jung Joo	Executive Vice President; Chief Financial Officer (HFG)
Tae-gyun Kwon	Executive Vice President; Head of Management Support Office (HFG)
Oh-hoon Kwon	Executive Vice President of Global Strategy Office (HFG); Executive Vice President; Head of International Banking Group (KEB)
Jun-sung Han	Executive Vice President of Future Planning and Support Team (HFG)

## 10. **Resolution planning corporate governance structure and processes related to resolution planning**

Currently, the only resolution planning requirement to which HFG is subject is the U.S. resolution planning requirement in the Joint Rule. Accordingly, HFG's resolution planning governance in 2013 was focused on the proper preparation and timely submission of the U.S. Resolution Plan.

In 2013, a task force team ("**TFT**") was established within HFG to prepare the U.S. Resolution Plan. The TFT, whose core members are comprised of representatives from the Risk Management Team, Global Strategy Office and Financial Planning Team, was responsible for providing coordination and consistency in preparing the U.S. Resolution Plan. It received assistance from HFG's Compliance Team and from overseas executives from Hana Bank and KEB. Additional members were included in response to project requirements on an as-needed basis so as to ensure that all aspects of the U.S. Resolution Plan received due attention. The TFT was responsible for preparing and gathering data and reviewing an initial draft of the U.S. Resolution Plan. Data related to U.S. operations was provided by the U.S. Working Group. The U.S. Working Group included the Agent and General Manager of the Hana NY Agency and the President and CEO of KEB's U.S. subsidiaries.

After the TFT prepared and reviewed the preliminary U.S. Resolution Plan, it was presented for review to the Chief Financial Officer ("**CFO**") and the U.S. Resolution Plan Steering Committee. The U.S. Resolution Plan Steering Committee comprised of the CFO, Chief Risk Officer, Chief Global Strategy Officer and as well as other executives in charge of overseas operation. On December 6, 2013, after a careful review of the draft U.S. Resolution Plan and the governance organization which prepared the U.S. Resolution Plan, the HFG board of directors approved the U.S. Resolution Plan, subject to non-material changes made by the President of HFG as necessary to finalize and submit the U.S. Resolution Plan.



## 11. **Material management information systems**

HFG has robust operational and management information systems to monitor the financial health and risk, and support the operations, of its global operations. The Hana NY Agency relies on a system developed by Hana Bank while the KEB entities rely on a system developed by KEB to support their respective day-to-day operations.

These systems are used for credit and market risk management, banking and trading transaction recordkeeping, trade reporting, middle office processing, and client and referential data maintenance and analysis. HFG's management information systems are a combination of customized commercial systems and custom systems developed in-house.

## 12. **Resolution strategy summary**

Because it does not have MEs or CBLs under the Joint Rule, HFG's U.S. Resolution Plan is not required to provide a detailed strategy for the resolution of its U.S. entities and operations in the event of its failure. Nonetheless, HFG's U.S. Resolution Plan does include a high-level discussion of the insolvency of its U.S. entities under applicable U.S. insolvency law in order to provide context to HFG's determination that it does not have CBLs, critical operations, or MEs, and that its failure would not pose risks to U.S. financial stability.

The Hana NY Agency would be subject to liquidation proceedings overseen by the Superintendent of the NYDFS ("Superintendent") pursuant to Article 13 of the New York Banking Law ("NYBL"). Upon its seizure by the Superintendent, the property of the Hana NY Agency would be "ring fenced," meaning that title to all property on the books of the Hana NY Agency, wherever located, and all property of Hana Bank situated in New York, would immediately vest with the Superintendent. The Superintendent would use the ring-fenced assets to satisfy the claims of unaffiliated creditors of the Hana NY Agency and would return any remaining assets to Hana Bank or its insolvency estate.

KEB NY, KEB LA and KEB USA would each be eligible for resolution under either Chapter 11 or Chapter 7 of the Bankruptcy Code. Depending on acquirer interest, it may be possible to sell substantially all of the assets and operations of some or all of these entities to one or more buyers in expedited sales under Section 363 of the Bankruptcy Code. In the absence of such sales, HFG expects these entities would be wound-down in an orderly manner and liquidated.